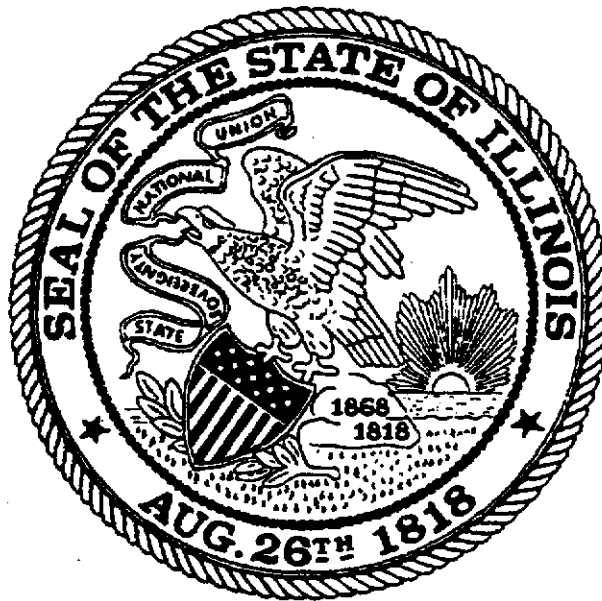


**ANNUAL REPORT OF ELECTRIC UTILITIES
LICENSEES AND/OR NATURAL GAS UTILITIES**

To The

ILLINOIS COMMERCE COMMISSION



Exact Legal Name of Respondent (Company)

Illinois Power Company

Year of Report

December 31, 2003

This state agency is requesting disclosure of information that is necessary to accomplish the statutory purpose as outlined in Section 5-109 of the Public Utilities Act (220 ILCS 5/5-09). Disclosure of this information is REQUIRED. Failure to provide any information could result in a fine of \$100 per day under Section 5-109 of the Public Utilities Act.

*Printed by authority of the State of Illinois
50 copies - December 2002 - 390r*

2003

**ANNUAL REPORT OF ELECTRIC UTILITIES, LICENSEES
AND/OR
NATURAL GAS UTILITIES**

IDENTIFICATION		
01 Exact Legal Name of Respondent Illinois Power Company	02 Year of Report December 31, 2003	
03 Previous Name and Date of Change (if name changed during year) NO CHANGE		
04 Address of Principal Office at End of Year (street, city, state, zip code) 500 South 27th Street Decatur, IL 62521-2200		
05 Name of Contact Person Kristie Mechling	06 Title of Contact Person Business Associate	
07 Address of Contact Person (street, city, state, zip code) 500 South 27th Street Decatur, IL 62521-2200		
08 Telephone of Contact Person, include area code (217) 362-7934	09 This Report is (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	10 Date of Report (Mo., Da., Yr.)
11 Email address of Contact Person kristie_mechling@illinoispower.com	12 Utility website www.illinoispower.com	

INSTRUCTIONS FOR FILING FORM 21 ILCC

GENERAL INFORMATION

I PURPOSE

This form is a regulatory support requirement (Public Utilities Act, Section 5-109). It is designed to collect financial and operational information from electric and gas utilities subject to the jurisdiction of the Illinois Commerce Commission.

II WHO MUST SUBMIT

All electric and gas utilities subject to the Illinois Commerce Commission jurisdiction.

III WHAT, WHERE AND WHEN TO SUBMIT

- (a) Submit an original and one copy of this form on or before MARCH 31 of the year following the year covered by this report to:

ILLINOIS COMMERCE COMMISSION
527 East Capitol Avenue
Springfield, Illinois 62701

The submitted copies should be three hole punched, but not bound.

- (b) Submit immediately upon publication two copies of the submitted FERC Form Nos. 1 and/or 2, if applicable, to the above address. The submitted copies should be three hole punched, but not bound.
- (c) Submit immediately upon publication two copies of the SEC 10-K Report Form, if applicable, to the above address. The submitted copies should be three hole punched.
- (d) Submit immediately upon publication two copies of the Annual Report to stockholders. The submitted copies should be three hole punched.

IV REGISTERED AGENT

Exact Name of Registered Agent Larry F. Altenbaumer, President

Street or Local Address 500 South 27th Street

City Decatur State Illinois Zip Code 62521-2200

Telephone (217) 424-6600

GENERAL INSTRUCTIONS

- I. This form of annual report is prepared in conformity with the applicable Uniform System of Accounts and all of the accounting terminology used herein is in accordance therewith.
- II. Enter in whole numbers only, except where otherwise noted. (Enter cents for averages and figures per unit where cents are important.) The truncating of cents is allowed except on the four basic financial statements where rounding to dollars is required. The amounts shown on all supporting pages must agree with the amounts entered on the statements that they support. When applying thresholds to determine significance for reporting purposes, use for balance sheet accounts the balances at the end of the current reporting year, and use for statement of income accounts the current year's amounts.
- III. Complete each question fully and accurately, even if it has been answered in a previous annual report. Enter the word "None" where it truly and completely states the fact.
- IV. The schedules within Form 21 ILCC are classified as follows:
 - 0 Series -General Corporate Schedules required by all utilities filing Form 21 ILCC
 - 100 Series -General Corporate Schedules required by gas only utilities not submitting FERC Form No. 2
 - 200 Series -Balance Sheet Supporting Schedules required by gas utilities not submitting FERC Form No. 2
 - 300 Series -Income Supporting Schedules required by gas utilities not submitting FERC Form No. 2
 - 500 Series -Gas Plant Statistical Data required by gas utilities not submitting FERC Form No. 2
 - 600 Series -Electric Data required by all electrical utilities
 - 700 Series -Gas Data required by all gas utilities

Electric only utilities that submit FERC Form No. 1 to the Illinois Commerce Commission (ICC) must submit the following schedules: 0 Series and 600 Series.

Combination utilities (utilities that provide both electric service and gas service in Illinois) that submit FERC Form No. 1 (but not FERC Form No. 2) to the ICC must submit the following schedules: 0 Series, 200 Series, 300 Series, 500 Series, 600 Series, and 700 Series.

Combination utilities (utilities that provide both electric service and gas service in Illinois) that submit FERC Form Nos. 1 and 2 to the ICC must submit the following schedules: 0 Series, 600 Series and 700 Series.

Gas only utilities that submit FERC Form No. 2 to the ICC must submit the following schedules: 0 Series and 700 Series.

Gas only utilities that do not submit FERC Form No. 2 to the ICC must submit the following schedules: 0 Series, 100 Series, 200 Series, 300 Series, 500 Series, and 700 Series.

If a schedule within a series is not applicable to the respondent, enter the words "Not Applicable" on the particular page or omit the page and enter "NA" or "Not Applicable" in the "Remarks" column on the List of Schedules on pages v through vii. If pages are deleted, indicate in the footer of the prior provided page the page number of the next sequentially provided page.

- V. It is preferred that all data be typed on the form. Entries of an opposite character (such as decreases reported in a column providing for both increases and decreases) should be enclosed in parentheses.
- VI. Enter the month, day and year for all dates. Use customary abbreviations. The "Date of Report" at the top of each page is applicable only to resubmissions (see VII below).
- VII. When making revisions, resubmit only those pages that have been changed from the original submission. Submit the same number of copies as required for filing the form. Include with the resubmission the Identification and Attestation page as the last page. Mail dated resubmissions to:

ILLINOIS COMMERCE COMMISSION
527 East Capitol Avenue
Springfield, Illinois 62701

- VIII. Provide a supplemental statement further explaining accounts or pages as necessary. Attach the supplemental statement (8 1/2 x 11 inch size) to the page being supplemented. Provide the appropriate identification information, including the title(s) of the page and the page number supplemented.
- IX. Do not make references to reports of previous years or to other reports in lieu of required entries, except as specifically authorized. The annual report should in all particulars be complete in itself.
- X. Wherever (schedule) pages refer to figures from a previous year, the figures reported must be based upon those shown by the annual report of the previous year, or an appropriate explanation given as to why the different figures were used.
- XI. Respondents may submit computer printed schedules (reduced to 8 1/2 x 11) instead of the schedules herein if they are in substantially the same format.
- XII. Where Illinois Commerce Commission authority is to be supplied, enter the applicable docket number.
- XIII. The word "respondent" whenever used in this report, means the person, corporation, licensee, agency, authority, or other legal entity or instrumentality in whose behalf the report is made.
- XIV. Because of the limited space afforded on some Form 21 ILCC schedules, dollar signs may be omitted where necessary. The rounding of numbers in thousands is permissible in cases where there is insufficient room for all digits. However, notations to this effect must be in a conspicuous location on the page on which the rounding occurs.

Name of Respondent Illinois Power Company	This report is: (1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission	Date of Report (Mo., Day, Yr.)	Year of Report Dec. 31, 2003
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EXCERPTS FROM THE LAW

(The Public Utilities Act, Section 5 - 109)

REPORTS BY PUBLIC UTILITIES - FAILURE TO REPORT - FALSE REPORT - PENALTY. Each public utility in the State shall each year furnish to the Commission, in such form as the Commission shall require, annual reports as to all the items mentioned in the preceding sections of this article, and in addition such other items, whether of a nature similar to those therein enumerated or otherwise, as the Commission may prescribe. Such annual reports shall contain all the required information for the period to twelve months ending on the thirtieth day of June in each year, or ending on the thirty-first day of December in each year, as the Commission may order prescribe for each class of public utilities, and shall be filed with the Commission at its office in Springfield within three months after the close of the year for which the report is made. The Commission shall have authority to require any public utility to file monthly reports of earnings and expenses of such utility, and to file other periodical or special, or both periodical and special reports concerning any matter about which the Commission is authorized by law to keep itself informed. All reports shall be under oath.

When any report is erroneous or defective or appears to the Commission to be erroneous or defective, the Commission may notify the public utility to amend such report within thirty days, and before or after the termination of such period the Commission may examine the officers, agents, or employees, and books, records, accounts, vouchers, plant, equipment and property of such public utility, and correct such items in the report as upon such examination the Commission may find defective or erroneous.

All reports made to the Commission by any public utility and the contents thereof shall be open to public inspection, unless otherwise ordered by the Commission. Such reports shall be preserved in the office of the Commission.

Any public utility which fails to make and file any report called for by the Commission within the time specified; or to make specific answer to any question propounded by the Commission within thirty days from the time it is lawfully required to do so or within such further time, not to exceed ninety days, as may in its discretion be allowed by the Commission, shall forfeit up to \$100 for each and every day it may so be in default if the utility collects less than \$100,000 annually in gross revenue; and if the utility collects \$100,000 or more annually in gross revenue, it shall forfeit \$100 per day for each and every day it is in default.

Any person who willfully makes any false return or report to the Commission, or to any member, officer or employee thereof, and any person who aids or abets such person shall be guilty of a Class A misdemeanor.

**FORM 21 ILCC
LIST OF SCHEDULES**

Schedules		Remarks
GENERAL CORPORATE SCHEDULES REQUIRED BY GAS ONLY		
UTILITIES NOT SUBMITTING FERC FORM NO. 2 (100 Series)		
General Information	101	N/A
Control Over Respondent	102	N/A
Corporations Controlled by Respondent	103	N/A
Officers	104	N/A
Directors	105	N/A
Security Holders and Voting Powers	106-107	N/A
Important Changes During the Year	108-109	N/A
Comparative Balance Sheet	110-113	N/A
Statement of Income for the Year	114-117	N/A
Statement of Retained Earnings for the Year	118-119	N/A
Statement of Cash Flows	120-121	N/A
Notes to Financial Statements	122-123	N/A
BALANCE SHEET SUPPORTING SCHEDULES REQUIRED BY GAS UTILITIES NOT SUBMITTING FERC FORM NO. 2 (200 Series)		
Summary of Utility Plant and Accumulated Provisions for Depreciation, Amortization, and Depletion	200-201	
Gas Plant in Service	204-209	
Manufactured Gas Production Plant - Supplemental Schedule	210	
Gas Plant Leased to Others	213	N/A
Gas Plant Held for Future Use	214	
Construction Work in Progress - Gas (Account 107)	216	
Accumulated Provision for Depreciation of Gas Utility Plant (Account 108)	219	
Gas Stored (Account 117, 164.1, 164.2 and 164.3)	220	
Investments in Subsidiary Companies (Account 123.1)	224-225	
Prepayments (Account 165)	230	
Extraordinary Property Losses (Account 182.1)	230	
Unrecovered Plant and Regulatory Study Costs (Account 182.2)	230	
Other Regulatory Assets (Account 182.3)	232	
Miscellaneous Deferred Debits (Account 186)	233	
Accumulated Deferred Income Taxes (Account 190)	234-235	
Capital Stock (Accounts 201 and 204)	250-251	
Other Paid-in Capital	253	
Reconciliation of Reported Net Income with Taxable Income for Federal Income Tax	261	
Taxes Accrued, Prepaid and Charged During Year	262-263	
Distribution of Taxes Charged	262-263	
Other Deferred Credits (Account 253)	269	
Accumulated Deferred Income Taxes - Other Property (Account 282)	274-275	
Accumulated Deferred Income Taxes - Other	276-277	
Other Regulatory Liabilities (Account 254)	278	
INCOME SUPPORTING SCHEDULES REQUIRED BY GAS UTILITIES NOT SUBMITTING FERC FORM NO. 2 (300 Series)		
Gas Operating Revenues (Account 400)	300-301	
Residential and Commercial Space Heating Customers	305	
Interruptible, Off Peak and Firm Sales to Distribution System Industrial Customers	305	
Sales for Resale Natural Gas (Account 483)	310-311	N/A
Gas Operation and Maintenance Expense	320-325	
Miscellaneous General Expenses (Account 930.2) (Gas)	335	
Depreciation, Depletion and Amortization of Gas Plant (Accounts 403, 404.1, 404.2, 404.3, 405)	336-338	
Particulars Concerning Certain Income Deductions and Interest Charge Accounts	340	
Regulatory Commission Expenses	350-351	
Distribution of Salaries and Wages	354-355	

**FORM 21 ILCC
LIST OF SCHEDULES**

Schedules	Page	Remarks
Identification	i	
General Information	ii	
General Instructions	iii	
Excerpts From the Law	iv	
List of Schedules	v-vii	
GENERAL CORPORATE SCHEDULES REQUIRED BY ALL UTILITIES FILING FORM 21 ILCC (0 Series)		
Verification, Attestation	1	
Comparative Balance Sheet	2-5	
Statement of Retained Earnings	6-6a	
Statement of Income for the Year	7-7b	
Illinois Electric Operating Revenues	8-8a	
Illinois Megawatt Hrs Sold/Delivered & Avg No. of Customers per Month	9-9a	
Kilowatt hour Sales/Deliveries	10	
Reconciliation of Megawatt Hours Delivered from Retail Electric Suppliers	10a	
Illinois Gas Net Operating Revenues	11-11a	
Cost Allocation Methodologies	12	
Identification of Differences Between Information Reported on FERC Schedules and Information Reported on Pages 2 through 7 of Form 21 ILCC	13	
Analysis of Unbilled Revenues	13(a)	
Reconciliation of Gross Revenue Tax	14	
Promotional Practices of Electric and Gas Public Utilities	15	N/A
Special Funds	16	
Special Deposits	16	
Notes Receivable	17	
Other Accounts Receivable	17	
Receivables From Associated Companies	18	
Miscellaneous Current and Accrued Assets	19	N/A
Materials and Supplies	20	
Notes Payable	21	
Payables to Associated Companies	21	
Long-Term Debt (Account 221, 222, 223 & 224)	22-23	
Amortized Loss and Gain on Recquired Debt (Accts. 189, 257)	24	
Discount on Common Stock Issuance and Preferred Stock Issuance	25	N/A
Amortized Debt Expense Premium & Discount on Long-Term Debt	26-27	
Securities Issued or Assumed and Securities Refunded or Retired During the Year	28	
Investments (Accounts 123, 124, 136)	29-30	
Particulars Concerning Certain Other Income Accounts	31	
Employee Data	32	
Charges for Outside, Professional & Other Consultative Services	33	
Common Utility Plant & Expenses	34	N/A
Statement of Accumulated Comprehensive Income and Hedging Activities	35-35a	
Nonutility Property	41	
Accumulated Provision for Depreciation & Amortization of Nonutility Property	41	
Accumulated Deferred Income Taxes - Accelerated Amortization Property	42-43	N/A
General Description of Construction Overhead Procedure	44	
Capital Stock Subscribed, Liability for Conversion, Premium on Capital Stock and Installments Received on Capital Stock	45	
Discount on Capital Stock and Capital Stock Expense	46	

**FORM 21 ILCC
LIST OF SCHEDULES**

Schedules		Remarks
GAS PLANT STATISTICAL DATA REQUIRED BY GAS UTILITIES NOT SUBMITTING FERC FORM NO. 2 (500 Series)		
Auxiliary Peaking Facilities	519	
ELECTRIC DATA REQUIRED BY ALL ELECTRIC UTILITIES (600 Series)		
Internal Combustion Engine & Gas Turbine Generating Plants	600-601	N/A
Steam - Electric Generating Plants	602-603	N/A
Hydroelectric Generating Plants	604-605	N/A
Changes Made or Scheduled to be Made in Generating Plant Capacities	606	N/A
Electric Plant Acquisition Adjustments and Accumulated Provision for Amortization of Electric Plant Acquisition Adjustments (Account 114, 115)	607	N/A
Franchise Requirements (Accounts 927) (Electric)	608	
Territory Served (Electric)	609-610	
Construction Overhead - Electric	611	
Electric Distribution Meters and Line Transformers	612	
Environmental Protection Expenses	613	
Environmental Protection Expenses	614	
GAS DATA REQUIRED BY ALL GAS UTILITIES (700 Series)		
Mains in Illinois	700	
Meters in Illinois	701	
Services in Illinois	702	
System Load Statistics in Illinois	703	
Underground Gas Storage	704-705	
Summary of Gas Account	706	
Summary of Revenues, Terms and Customers by Gas Rates	707	
Purchased Gas (Accounts 800, 801, 802, 803, 804, 805)	708-709	
Gas Plant Acquisition Adjustments and Accumulated Provision for Amortization of Gas Plant Acquisition Adjustments (Account 114, 115)	710	N/A
Franchise Requirements (Account 927) (Gas)	711	
Territory Served (Gas)	712-713	
Construction Overheads - Gas	714	

VERIFICATION

This report shall be verified under oath by the responsible accounting officer.

OATH

STATE OF Illinois)
COUNTY OF Macon) ss

Peggy E. Carter makes oath and says that
(insert here the name of the affiant)

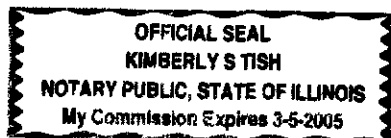
she is Managing Director, Controller
(insert here the official title of the affiant)

of Illinois Power Company
(insert here the exact legal title or name of the respondent)

that she has examined the foregoing report; that to the best of her knowledge, information, and belief, all statements of fact contained in the said report are true, and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the period from and including January 1, 2003, to and including December 31, 2003.

Peggy E. Carter
(signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and
County above named, this 31st day of March, 2004. My commission
expires 3-5-2005.



Kimberly S. Tish
(signature of officer authorized to administer oath)

Name of Respondent ILLINOIS POWER COMPANY	This report is: <input checked="" type="checkbox"/> An Original <input type="checkbox"/> A resubmission	Date of Report (Mo. Day, Yr.)	Year of Report Dec. 31, 2003
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BALANCE SHEET

Instructions:

Title of Account (a)	Page Ref Ferc Form 1 and/or 2 or ILCC Form 21 (b)	Balance at Beginning of Year (c)	Balance at End of Year (d)
UTILITY PLANT			
Utility Plant (101-106, 116)	200-201	3,038,259,440	3,157,508,992
Construction Work in Progress (107)	200-201	116,698,682	99,674,969
TOTAL UTILITY PLANT (Enter Total of lines 2 and 3)		3,154,958,122	3,257,183,961
(Less) Accum. Prov. For Depr. Amort. Depl. (108, 111, 115)	200-201	1,218,876,263	1,271,618,312
Net Utility Plant (Enter Total of line 4 less 5)		1,936,081,859	1,985,565,649
Nuclear Fuel (120.1 -120.4, 120.6)	202-203	-	-
(Less) Accum. Prov. For Amort. Of Nucl. Assemblies (120.5)		-	-
Net Nuclear Fuel (Enter Total of line 7 less 8)		-	-
Net Utility Plant (Enter Total of lines 6 and 9)		1,936,081,859	1,985,565,649
Utility Plant Adjustments (116)			
Gas Stored Underground-Noncurrent (117)	220	25,227,449	25,227,449
OTHER PROPERTY AND INVESTMENTS			
Nonutility Property (121)	221	3,771,136	1,384,930
(Less) Accum. Prov. For Depr. and Amort (122)	221	(24,899)	161,576
Investments in Associated Companies (123)	224-225	-	-
Investments in Subsidiary Companies (123.1)	224-225	115,518	4,453,505
(For Cost of Account 123.1, See Footnote Page 224, Line 40)			
Noncurrent Portion of Allowances		-	-
Other Investments (124)	222-223, 229	178,644	62,840
Special Funds (125-128)	16	4,784,395	2,570,705
TOTAL Other Property and Investments (total of lines 14-17, 19-21)		8,874,592	8,310,404
CURRENT AND ACCRUED ASSETS			
Cash (131)	14	23,098,391	4,278,056
Special Deposits (132-134)		-	3,355,593
Working Funds (135)		44,000	43,600
Temporary Cash Investments (136)	222-223	110,828,523	12,449,296
Notes Receivable (141)	15	-	-
Customer Accounts Receivable (142)		93,865,828	101,677,851
Other Accounts Receivable (143)	17	9,765,104	9,860,539
(Less) Accum. Prov. For Uncollectible Acct - Credit (144)		5,500,000	5,500,000
Notes Receivable from Associated Companies (145)	18	2,271,389,340	2,271,389,340
Accounts Receivable from Assoc. Companies (146)	18	22,159,878	76,913,601
Fuel Stock (151)	227	-	-
Fuel Stock Expenses Undistributed (152)	227	-	-
Residuals (Elec) and Extracted Products (153)	227	-	-
Plant Materials and Operating Supplies (154)	227	9,739,888	10,450,749
Merchandise (155)	227	-	-
Other Materials and Supplies (156)	227	-	-
Nuclear Materials Held for Sale (157)	202-203/227	-	-
Allowances (158.1 and 158.2)	228-229	-	-
(Less) Noncurrent Portion of Allowances		-	-
Stores Expense Undistributed (163)	227	830,997	1,060,786
Gas Stored Underground-Current (164.1)		33,087,335	54,998,628
Liquefied Natural Gas Stored and Held for Processing (164.2-164.3)		-	-
Prepayments (165)		10,706,027	38,921,944
Advances for Gas (166-167)		-	-
Interest and Dividends Receivable (171)		-	-
Rents Receivable (172)		-	-
Accrued Utility Revenues (173)		77,767,968	81,643,856
Miscellaneous Current and Accrued Assets (174)		-	-
TOTAL Current and Accrued (Enter Total of lines 24 thru 51)		2,657,783,279	2,661,543,839

Name of Respondent ILLINOIS POWER COMPANY	This report is:		Date of Report (Mo. Day, Yr.)	Year of Report Dec. 31, 2003
	<input checked="" type="checkbox"/> An original	<input type="checkbox"/> A resubmission		

Instructions: Include in columns (e) through (i), total company balances of Utility Plant in Service and associated balances corresponding to the line numbers on page 2, lines 1 through 12. Include in column (g), Total Company Utility, balances that cannot be directly assigned to a specific service in in columns (e), (f), or (h). Columns (e) thru (i) must total column (d) on page 2. For amounts in columns (e) thru (i), show corresponding Illinois jurisdictional amounts in columns (j) thru (n)

Balance Sheet

Total Company Direct Electric Utility (e)	Total Company Direct Gas Utility (f)	Total Company Common Utility (g)	Total Company Comparative Utility (h)	Total Company Other Utility (i)	Line No.
					1
2,277,829,954	744,679,038			135,000,000	2
86,181,441	13,493,528				3
2,364,011,395	758,172,566			135,000,000	4
883,755,565	387,862,747				5
1,480,255,830	370,309,819			135,000,000	6
					7
					8
					9
1,480,255,830	370,309,819			135,000,000	10
					11
	25,227,449				12
					13

Illinois Direct Electric Utility (j)	Illinois Direct Gas Utility (k)	Illinois Common Utility (l)	Illinois Comparative Utility (m)	Illinois Other Utility (n)	Line No.
					1
2,277,829,954	744,679,038			135,000,000	2
86,181,441	13,493,528				3
2,364,011,395	758,172,566			135,000,000	4
883,755,565	387,862,747				5
1,480,255,830	370,309,819			135,000,000	6
					7
					8
					9
1,480,255,830	370,309,819			135,000,000	10
					11
	25,227,449				12
					13

Name of Respondent	This report is:	Date of Report (Mo. Day, Yr.)	Year of Report
ILLINOIS POWER COMPANY	<input checked="checked" type="checkbox"/> An original <input type="checkbox"/> A resubmission	(Mo. Day, Yr.)	Dec. 31, 2003

BALANCE SHEET

Line No.	Title of Account (a)	Page Ref Ferc Form 1 and/or 2 or ILCC Form 21 (b)	Balance at Beginning of Year (c)	Balance at End of Year (d)
	Derivative Instrument Assets (175)			
	Derivative Instrument Assets - Hedges (176)			
53	DEFERRED DEBITS			
54	Unamortized Debt Expenses (181)		30,956,978	31,729,144
55	Extraordinary Property Losses (182.1)	230	-	-
56	Unrecovered Plant and Regulatory Study Costs (182.2)	230	-	-
57	Other Regulatory Assets (182.3)	232	203,883,087	161,122,151
58	Prelim. Survey and Investigation Charges (Electric) (183)		5,675	68,870
59	Prelim. Survey and Investigation Charges (Gas) (183.1, 183.2)		4,029	47,613
60	Clearing Accounts (184)		291,321	285,856
61	Temporary Facilities (185)		-	-
62	Miscellaneous Deferred Debits (186)	233	1,910,158	3,441,623
63	Def. Losses from Disposition of Utility Plant (187)		-	-
64	Research, Development and Demonstration Expenditures (188)	352-353	-	-
65	Unamortized Loss on Reacquired Debt (189)		53,621,306	47,180,490
66	Accumulated Deferred Income Taxes (190)	234	132,338,691	127,384,974
67	Unrecovered Purchased Gas Costs (191)		5,695,114	9,975,649
68	TOTAL Deferred Debits (Enter total of lines 54 thru 67)		428,706,359	381,236,370
69	TOTAL Assets and other Debits (Enter Total of lines 10, 11, 12, 22, 52 and 68)		5,056,673,538	5,061,883,711

Name of Respondent ILLINOIS POWER COMPANY	This report is: <input checked="" type="checkbox"/> An original <input type="checkbox"/> A resubmission	Date of Report (Mo. Day, Yr.)	Year of Report Dec. 31, 2003
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BALANCE SHEET				
Instructions:				
Line No.	Title of Account (a)	Page Ref Ferc Form 1 and/or 2 or ILCC Form 21 (b)	Balance at Beginning of Year (c)	Balance at End of Year (d)
1	PROPRIETARY CAPITAL			
2	Common Stock Issued (201)	250-251	1,274,076,573	1,274,076,573
3	Preferred Stock Issued (204)	250-251	45,633,750	45,633,750
4	Capital Stock Subscribed (202,205)	252	-	-
5	Stock Liability for Conversion (203,206)	252	-	-
6	Premium on Capital Stock (207)	252	234,699	234,699
7	Other Paid in Capital (208-211)	253	(4,457,996)	9,075,993
8	Installments Received on Capital Stock (212)	252	-	-
9	(Less) Discount on Capital Stock (213)	254	81,505	81,505
10	(Less) Capital Stock Expense (214)	254	7,212,200	7,212,200
11	Retained Earnings (215,215.1,216)	6-6a	390,216,491	504,897,816
12	Unappropriated Undistributed Subsidiary Earnings (216.1)	6-6a	(4,625)	(4,595)
13	(Less) Reacquired Capital Stock (217)	250-251	286,367,910	286,367,910
14	Accumulated Other Comprehensive Income (219)		-	(9,580,238)
15	TOTAL Proprietary Capital (Enter total of lines 2 thru 14)		1,412,037,277	1,530,672,383
16	LONG-TERM DEBT			
17	Bonds (221)	22	2,011,750,222	1,452,740,837
18	(Less) Reacquired Bonds (222)	256-257	-	-
19	Advances from Associated Companies (223)	256-257	-	419,939,258
20	Other Long-Term Debt (224)	256-257	-	-
21	Unamortized Premium on Long-Term Debt (225)		-	-
22	(Less) Unamortized Discount on Long-Term Debt (226)		16,534,742	18,076,345
23	TOTAL Long-Term Debt (Enter total of lines 17 thru 22)		1,995,215,480	1,854,603,750
24	OTHER NONCURRENT LIABILITIES			
25	Provisions Under Capital Leases-Noncurrent (227)		-	-
26	Accumulated Provision for Property Insurance (228.1)		-	-
27	Accumulated Provision for Injuries and Damages (228.2)		-	-
28	Accumulated Provision for Pensions and Benefits (228.3)		(3,749,279)	(1,650,015)
29	Accumulated Miscellaneous Operating Provisions (228.4)		2,164,424	1,474,088
30	Accumulated Provision for Rate Refunds (229)		-	-
31	Asset Retirement Obligation (230)		-	1,169,585
32	TOTAL Other Noncurrent Liabilities (Enter total of lines 25 thru 31)		(1,584,855)	993,658
33	CURRENT AND ACCRUED LIABILITIES			
34	Accounts Payable (231)	21	100,000,000	-
35	Accounts Payable (232)		66,096,774	37,267,477
36	Accounts Payable to Associated Companies (233)		-	-
37	Accounts Payable to Associated Companies (234)	21	18,288,574	14,244,212
38	Customer Deposits (235)		15,110,580	16,314,995
39	Taxes Accrued (236)	262-263	48,430,354	50,086,341
40	Interest Accrued (237)		15,374,389	10,127,395
41	Dividends Declared (238)		573,533	573,533
42	Matured Long-Term Debt (239)		-	-
43	Matured Interest (240)		-	-
44	Tax Collections Payable (241)		555,606	(10,848)
45	Miscellaneous Current and Accrued Liabilities (242)		72,064,106	154,831,477
46	Obligations Under Capital Leases-Current (243)		-	-

Name of Respondent ILLINOIS POWER COMPANY	This report is: <input checked="" type="checkbox"/> An original <input type="checkbox"/> A resubmission	Date of Report (Mo. Day, Yr.)	Year of Report Dec. 31, 2003
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BALANCE SHEET

Title of Account (a)	Page Ref Ferc Form 1 and/or 2 or ILCC Form 21 (b)	Balance at Beginning of Year (c)	Balance at End of Year (d)
Derivative Instrument Assets (175)			
Derivative Instrument Assets - Hedges (176)			
TOTAL Current & Accrued Liabilities (Enter total of lines 34 thru 48)		336,493,916	283,434,582
DEFERRED CREDITS			
Customer Advances for Construction (252)		8,903,864	14,517,749
Accumulated Deferred Investment Tax Credits (255)	266-267	21,199,954	19,803,808
Deferred Gains from Disposition of Utility Plant (256)		-	-
Other Deferred Credits (253)	269	80,471,594	179,394,429
Other Regulatory Liabilities (254)	278	49,257,471	56,597,994
Unamortized Gain on Reacquired Debt (257)	24	1,316,367	1,131,132
Accumulated Deferred Income Taxes (281-283)	272-277	1,153,362,470	1,120,734,226
TOTAL Deferred Credits (Enter total of lines 48 thru 54)		1,314,511,720	1,392,179,338
TOTAL Liab. And Other Credits (Enter total of lines 15, 23,32,49,59)		5,056,673,538	5,061,883,711

ILLINOIS POWER COMPANY		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) Dec. 31, 2003	Year of Report
STATEMENT OF RETAINED EARNINGS FOR THE YEAR				
<div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <p>1. Report all changes in appropriated retained earnings, unappropriated retained earnings, and unappropriated undistributed subsidiary earnings for the year.</p> <p>2. Each credit and debit during the year should be identified as to the retained earnings in which recorded. Show the contra primary account affected in column (b).</p> <p>3. State the purpose and amount for each reservation or appropriation of retained earnings.</p> <p>4. List first Account 439, Adjustments to Retained Earnings, reflecting adjustments to the opening balance of retained earnings. Follow by credit, the debit items, in that order.</p> </div> <div style="width: 48%;"> <p>5. Show dividends for each class and series of capital stock.</p> <p>6. Show separately the State and Federal income tax effect of items shown in Account 439, Adjustments to Retained Earnings.</p> <p>7. Explain in a footnote the basis of determining the amount reserved or appropriated. If such reservation or appropriation is to be recurrent, state the number and annual amounts to be reserved or appropriated as well as the totals eventually to be accumulated.</p> <p>8. If any notes appearing in the report to stockholders are applicable to this statement, attach them on pages 122-123.</p> </div> </div>				
Line No.	Item (a)	Contra Primary Account Affected (b)	Amount (c)	
UNAPPROPRIATED RETAINED EARNINGS (Account 216)				
1	Balance - Beginning of Year		390,216,491	
2	Changes			
3	Adjustments to Retained Earnings (Account 439)			
4	Comprehensive Income			
5				
6				
7				
8				
9	TOTAL Credits to Retained Earnings (Account 439)		-	
11	Preferred Stock Tender Charges	439	(5,528)	
12				
13				
14				
15	TOTAL Debits to Retained Earnings (Account 439)		(5,528)	
16	Balance Transferred from Income (Account 433 less Account 418.1)		116,980,985	
17	Appropriations of Retained Earnings (Account 436)			
18				
19				
20				
21				
22	TOTAL Appropriations of Retained Earnings (Account 436)			
23	Dividends Declared - Preferred Stock (Account 437)			
24	See footnote on page 6a (2 of 2) for detail	238	(2,294,132)	
25				
26				
27				
28				
29	TOTAL Dividends Declared - Preferred Stock (Account 437)		(2,294,132)	
30	Dividends Declared - Common Stock (Account 438)			
31				
32				
33				
34				
35				
36	TOTAL Dividends Declared - Common Stock (Account 438) (Total of lines 31 thru 35)		-	
37	Transfers from Acct. 216.1, Unappropriated Undistributed Subsidiary Earnings		-	
38	Balance - End of Year (Total of lines 1, 9, 15, 16, 22, 29, 36 and 37)		504,897,816	

ILLINOIS POWER COMPANY		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) Dec. 31, 2003	Year of Report Dec. 31, 2003
STATEMENT OF RETAINED EARNINGS, cont'd				
<div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <p>1. Report all changes in appropriated retained earnings, unappropriated retained earnings, and unappropriated undistributed subsidiary earnings for the year.</p> <p>2. Each credit and debit during the year should be identified as to the retained earnings in which recorded. Show the contra primary account affected in column (b).</p> <p>3. State the purpose and amount for each reservation or appropriation of retained earnings.</p> <p>4. List first Account 439, Adjustments to Retained Earnings, reflecting adjustments to the opening balance of retained earnings. Follow by credit, the debit items, in that order.</p> </div> <div style="width: 48%;"> <p>5. Show dividends for each class and series of capital stock.</p> <p>6. Show separately the State and Federal income tax effect of items shown in Account 439, Adjustments to Retained Earnings.</p> <p>7. Explain in a footnote the basis of determining the amount reserved or appropriated. If such reservation or appropriation is to be recurrent, state the number and annual amounts to be reserved or appropriated as well as the totals eventually to be accumulated.</p> <p>8. If any notes appearing in the report to stockholders are applicable to this statement, attach them on pages 122-123.</p> </div> </div>				
Line No.	Item (a)	Contra Primary Account Affected (b)	Amount (c)	
	APPROPRIATED RETAINED EARNINGS (Account 215)			
39				
40				
41				
42				
43				
44				
45	TOTAL Appropriated Retained Earnings (Account 215)			
	APPROPRIATED RETAINED EARNINGS AMORTIZATION RESERVE, FEDERAL (Account 215.1)			
46	TOTAL Appropriated Retained Earnings - Amortization Reserve, Federal (Account 215.1)			
47	TOTAL Appropriated Retained Earnings - (Accounts 215, 215.1) (Enter Total of lines 45 & 46)			
48	TOTAL Retained Earnings (Account 215, 215.1, 216)(Enter Total of lines 38 and 47)		504,897,816	
	UNAPPROPRIATED UNDISTRIBUTED SUBSIDIARY EARNINGS (Account 216.1)			
49	Balance - Beginning of Year (Debit or Credit)		(4,625)	
50	Equity in Earnings for Year (Credit) (Account 418.1)			
51	(Less) Dividends Received (Debit)			
52	Transfers from Acct. 216.1 Unappropriated Undistributed Subsidiary Earnings		30	
53	Balance - End of Year (Total lines 49 thru 52)		(4,595)	

< Page 6 Line 1 Column c >

UNAPPROPRIATED RETAINED EARNINGS (Account 216) December 31, 2002

	Contra Primary Account Affected	Amount
Balance - Beginning of Year (1/1/02)		\$ 233,612,470
Changes		
Adjustments to Retained Earnings		
Credit: Tax Effect of ESOP Dividend	283	-
TOTAL Credits to Retained Earnings		\$ -
Debit: Preferred Stock Tender Charge	439	(1,298,873)
TOTAL Debits to Retained Earnings		\$ (1,298,873)
Balance Transferred from Income		\$ 160,697,026
TOTAL Appropriations of Retained Earnings		-
Dividends Declared - Preferred Stock	238	(2,294,132)
TOTAL Dividends Declared - Preferred Stock		(2,294,132)
Dividends Declared - Common Stock	238	(500,000)
TOTAL Dividends Declared - Common Stock		(500,000)
Transfers from Acct 216.1, Unappropriated Undistributed Subsidiary Earnings		-
Balance - End of Year (12/31/02)		\$ 390,216,491
TOTAL Appropriated Retained Earnings - (Account 215)		-
TOTAL Appropriated Retained Earnings - Amortization Reserve, Federal (Account 215.1)		-
TOTAL Appropriated Retained Earnings - (Accounts 215, 215.1)		-
TOTAL Retained Earnings (Accounts 215, 215.1, 216)		\$ 390,216,491
UNAPPROPRIATED UNDISTRIBUTED SUBSIDIARY EARNINGS (216.1)		
Balance - Beginning of Year (1/1/02)		\$ (2,495)
Equity in Earnings for Year		-
(Less) Dividends Received		-
Transfers from Acct. 216.1, Unappropriated Undistributed Subsidiary Earnings		(2,130)
Balance - End of Year (12/31/02)		\$ (4,625)

< Page 6 Line 24 Column (a) >

Preferred Stock Dividends:

Declared from account 216: Unappropriated Retained Earnings

4.08%	\$ 460,041
4.20%	301,896
4.26%	222,116
4.42%	225,840
4.70%	341,150
7.75%	743,089
Total	\$ 2,294,132

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Name of Respondent	This report is: <input checked="" type="checkbox"/> An original <input type="checkbox"/> A resubmission	Date of Report (Mo. Day, Yr.)	Year of Report
ILLINOIS POWER COMPANY			Dec. 31, 2003

Instructions:

1. Report the amount derived from total company operations for the current year and the previous year on this page.

STATEMENT OF INCOME FOR THE YEAR

Line No.	Account (a)	Ferc Form 1 and 2 (Ref) Page No. (b)	Current Year		Previous Year	
			(c)		(d)	
1	UTILITY OPERATING INCOME					
2	Operating Revenues (400)	300-301	\$ 1,567,842,250		\$ 1,518,346,80	
3	Operating Expenses					
4	Operation Expenses (401)	320-323	1,142,157,791		1,048,776,53	
5	Maintenance Expenses (402)	320-323	58,120,817		53,883,94	
6	Depreciation Expense (403)	336-337	68,727,330		66,515,07	
7	Depreciation Expenses for Asset Retirement Costs (430.1)	336-337	-		-	
8	Amort. & Depl. of Utility Plant (404-405)	336-337	6,808,862		11,182,62	
9	Amortization of Utility Plant Acq Adj (406)	336-337	-		-	
10	Amort. of Property Losses, Unrecovered Plant and Regulatory Study Costs (407.1)		-		-	
	Amort. Of Conversion Expense (407.2)		-		-	
11	Regulatory Debits (407.3)		42,235,200		74,151,79	
12	Regulatory Credits (407.4)		-		-	
14	Taxes Other Than Income Taxes (408.1)	262-263	67,490,620		57,541,39	
15	Income Taxes - Federal (409.1)	262-263	(2,386,092)		8,691,60	
16	Income Taxes-Other (409.1)	262-263	1,747,455		6,794,73	
17	Provision for Deferred Income Taxes (410.1)	234,272-277	77,716,023		118,534,54	
18	(Less) Provision for Deferred Income Taxes - Cr.(411.1)	234,272-277	63,462,344		93,322,80	
19	Investment Tax Credit Adj. - Net (411.4)	266	(1,396,146)		(1,422,08	
20	(Less) Gains from Disp. of Utility Plant (411.6)		-		-	
21	Losses from Disp. of Utility Plant (411.7)		-		-	
22	(Less) Gains from Disposition of Allowances (411.8)		-		-	
23	Losses from Disposition of Allowances (411.9)		-		-	
24	Accretion Expense (411.10)					
25	TOTAL Utility Operating Expenses (Enter Total of lines 4 thru 22)		1,397,759,516		1,351,327,35	
26	Net Utility Operating Income (Enter Total of line 2 less 23) (Carry forward to page 7b, line 25)		\$ 170,082,734		\$ 167,019,44	

Name of Respondent	An Original A Resubmission	Date of Report (Mo, Da Yr)	Year of Report
ILLINOIS POWER COMPANY			Dec 31, 2003

Instructions: For balances that cannot be allocated to a specific jurisdiction or service, reflect "*****" in the cell (box) and provide the total gas or electric company balance in the Total gas or electric Company column.

STATEMENT OF INCOME FOR THE YEAR

Illinois Electric Utility (e)	Total Company Electric Utility (f)	Illinois Gas Utility (g)	Total Company Gas Utility (h)	Other Utility (i)	Line (j)
					1
1,101,982,898	1,101,982,898	465,859,352	465,859,352		2
					3
775,927,604	775,927,604	366,230,187	366,230,187		4
50,391,606	50,391,606	7,729,211	7,729,211		5
44,618,706	44,618,706	24,108,624	24,108,624		6
-	-	-	-		7
4,859,034	4,859,034	1,949,828	1,949,828		8
-	-	-	-		9
-	-	-	-		
-	-	-	-		10
-	-	-	-		11
-	-	-	-		12
42,235,200	42,235,200	-	-		13
-	-	-	-		14
38,277,260	38,277,260	29,213,360	29,213,360		15
(4,615,492)	(4,615,492)	2,229,400	2,229,400		16
870,991	870,991	876,464	876,464		17
57,060,061	57,060,061	20,655,962	20,655,962		18
46,874,216	46,874,216	16,588,128	16,588,128		19
(733,717)	(733,717)	(662,429)	(662,429)		20
					21
					22
					23
					24
962,017,037	962,017,037	435,742,479	435,742,479		25
139,965,861	139,965,861	30,116,873	30,116,873		26

Name of Respondent	This report is:	Date of Report	Year of Report
ILLINOIS POWER COMPANY	<input checked="" type="checkbox"/> An original	(Mo. Day, Yr.)	
	<input type="checkbox"/> A resubmission		Dec. 31, 2003

Instructions:

1. Report the amount derived from total company operations for the current year and the previous year on this page.

Explain in a footnote if the previous year's amounts are different from that reported in prior reports.

STATEMENT OF INCOME FOR THE YEAR

Line No.	Account (a)	FERC Form 1 and 2 (ref) Page No. (b)	Current Year (c)	Previous Year (d)
25	Net Utility Operating Income (Sum of columns (f), (h), and (i) from page 7, line 24)		\$ 170,082,734	\$ 167,019,447
26	Other Income and Deductions			
27	Other Income			
28	Nonutility Operating Income			
29	Revenues From Merchandising, Jobbing and Contract Work (415)		369,718	6,580,921
30	(Less) Costs and Exp. of Merchandising, Job. & Contract Work (416)		357,557	6,593,635
31	Revenues From Nonutility Operations (417)		1,560,870	1,598,375
32	(Less) Expenses of Nonutility Operations (417.1)		1,714,722	819,535
33	Nonoperating Rental Income (418)		48,227	55,408
34	Equity in Earnings of Subsidiary Companies (418.1)	119	-	-
35	Interest and Dividend Income (419)		176,997,453	171,931,692
36	Allowance for Other Funds Used During Construction (419.1)		929,545	(11,024)
37	Miscellaneous Nonoperating Income (421)		3,468,863	5,102,589
38	Gain on Disposition of Property (421.1)		31,795	39,791
39	TOTAL Other Income (Enter Total of lines 29 thru 38)		181,334,192	177,884,582
40	Other Income Deductions			
41	Loss on Disposition of Property (421.2)		457,663	1,376,500
42	Miscellaneous Amortization (425)	340	3,400,914	3,000,000
43	Miscellaneous Income Deductions (426.1-426.5)	340	1,461,762	2,489,434
44	TOTAL Other Income Deductions (Total of lines 41 thru 43)		5,320,339	6,865,934
45	Taxes Applic. to Other Income and Deductions			
46	Taxes Other Than Income Taxes (408.2)	262-263	14,113	18,084
47	Income Taxes - Federal (409.2)	262-263	81,853,273	101,672,604
48	Income Taxes - Other (409.2)	262-263	19,564,861	22,363,999
49	Provision for Deferred Inc. Taxes (410.2)	234,272-277	16,290,954	1,342,340
50	(Less) Provision for Deferred Income Taxes-Cr. (411.2)	234,272-277	53,904,964	60,446,269
51	Investment Tax Credit Adj.- Net (411.5)		-	-
52	(Less) Investment Tax Credits (420)		-	-
53	TOTAL Taxes on Other Income and Deduct. (Total of 46 thru 52)		63,818,237	64,950,758
54	Net Other Income and Deductions (Enter Total of lines 39,44,53)		112,195,616	106,067,890
55	Interest Charges			
56	Interest on Long-Term Debt (427)		146,044,675	94,738,497
57	Amort. of Debt Disc. and Expense (428)		5,851,424	2,420,839
58	Amortization of Loss on Reacquired Debt (428.1)		6,440,816	6,488,543
59	(Less) Amort. of Premium on Debt - Credit (429)		-	-
60	(Less) Amortization of Gain on Reacquired Debt - Credit (429.1)		185,235	185,236
61	Interest on Debt to Assoc. Companies (430)	340	-	-
62	Other Interest Expense (431)	340	5,644,068	9,410,695
63	(Less) Allowance for Borrowed Funds Used During Construction-Cr. (432)		924,169	480,897
64	Net Interest Charges (Total of lines 56 thru 63)		162,871,579	112,392,441
65	Income Before Extraordinary Items		119,406,771	160,694,896
66	Extraordinary Items		-	-
67	Extraordinary Income (434)		-	-
68	(Less) Extraordinary Deductions (435)		4,025,814	-
69	Net Extraordinary Items (Enter Total of line 67 less line 68)		(4,025,814)	-
70	Income Taxes - Federal and Other (409.3)	262-263	(1,600,058)	-
71	Extraordinary Items After Taxes (Enter Total of line 69 less line 70)		(2,425,756)	-
72	Net Income (Enter Total of lines 65 and 71)		116,981,015	160,694,896

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Name of Respondent	This Report is:	Date of Report	Year of Report
ILLINOIS POWER COMPANY	<input checked="" type="checkbox"/> An Original <input type="checkbox"/> A Resubmission	(Mo,Day,Yr)	Dec. 31, 2003

ILLINOIS ELECTRIC OPERATING REVENUES

- Report the amount derived from providing utility services in Illinois. Only Revenues resulting from tariffed services are to be reported on lines 1 thru 8.
- In column (c), Delivery Services--Power Purchase Option, the revenues reported shall include the delivery service charge, the transition charge, the transmission charge, and the generation charge.
- In column (d), Delivery Services--Interim Supply Service, the revenues reported shall include the delivery service charge, the transition charge, the transmission charge, and the generation charge.
- In column (e), Delivery Services--Delivery of RES Power, report revenues from non-PPO and non-ISS customers for the delivery of power purchased from Retail Electric Suppliers. Amounts reported shall include both the delivery service charge and the associated transition charge.
- If the actual amounts are not available, an estimate should be reported. If an estimate is reported, the fact should be footnoted and the supporting documents that show the derivation of the estimate should be sent to the Director of the Financial Analysis Division and the Director of the Energy Division of the Illinois Commerce Commission.
- If the utility has used Account 456 to record revenues from the tariffed transmission of the utility's own electricity rather than limiting transmission revenues in Account 456 to only revenues from transmission of electricity of others over transmission facilities of the utility, report those revenues in the appropriate column on line 20.
- If the utility provides Delivery Services to seven (7) or fewer customers, the utility shall include revenues attributable to the Delivery Services in column (b) Bundled Service.

Illinois Electric Operating Revenues for Reporting Year

Line No.	Title of Account (a)	Bundled Service (b)	DS--Power Purchase Option (c)	DS--Interim Supply Service (d)	DS--Delivery of RES Power (e)	Total (f)
1	ELECTRIC SERVICE REVENUES					
2	(440) Residential Sales	410,313,791	-	-	-	410,313,791
3	(442) Commercial & Industrial Sales					
4	Small or Commercial	302,872,005	34,262,418	109,345	98,053	337,341,821
5	Large or Industrial	168,210,036	103,612,537	194,258	5,596,870	277,613,701
6	(444) Public Street & Highway Lighting	7,487,448	-	-	-	7,487,448
7	(445) Other Sales to Public Authorities	17,890,480	-	-	-	17,890,480
8	(446) Sales to Railroads and Railways	-	-	-	-	-
9	SALES TO ULTIMATE CUSTOMERS (sum of lines 2 through 8)	906,773,760	137,874,955	303,603	5,694,923	1,050,647,241
10	(447) Sales for Resale	87,497	-	-	-	87,497
11	(448) Interdepartmental Sales	-	-	-	-	-
12	TOTAL SALES OF ELECTRICITY (Sum of lines 9 - 11)	906,861,257	137,874,955	303,603	5,694,923	1,050,734,738
13	Less: (449.1) Provision for Rate Refund	-	-	-	-	-
14	TOTAL SALES OF ELECTRICITY NET OF PROVISION FOR RATE REFUND (Line 12 less line 13)	906,861,257	137,874,955	303,603	5,694,923	1,050,734,738
15	(450) Forfeited Discounts					3,200,539
16	(451) Miscellaneous Service Revenues					8,549,279
17	(453) Sales of Water and Water Power					-
18	(454) Rent from Electric Property					1,000,317
19	(455) Interdepartmental Rent					-
20	(456) Other Electric Revenues	27,624,078	7,503,290	38,760	3,331,897	38,498,025
21	TOTAL OTHER OPERATING REVENUES (Sum of lines 15 through 20)	27,624,078	7,503,290	38,760	3,331,897	51,248,160
22	TOTAL ELECTRIC OPERATING REVENUES (line 14 + line 21)	934,485,335	145,378,245	342,363	9,026,820	1,101,982,898
23	Unbilled Revenues Included in line 12	(1,012,817)	-	-	-	(1,012,817)

Line 20, column b represents transmission of electricity of others, excluding transmission for PPO and RES customers, and other miscellaneous electric revenues.

Line 23 - Unbilled Revenues - IP's unbilled revenue calculation includes an estimate for unbilled PPO revenues. PPO is not calculated separately, therefore, is all reported in Bundled Service column (b).

ILLINOIS POWER COMPANY

[x] An Original

(Mo,Day,Yr)

[] A Resubmission

Dec. 31, 2003

ILLINOIS ELECTRIC OPERATING REVENUES

1. Report the amount derived from providing utility services in Illinois. Only Revenues resulting from tariffed services are to be reported on lines 1 thru 8.
2. In column (c), Delivery Services--Power Purchase Option, the revenues reported shall include the delivery service charge, the transition charge, the transmission charge, and the generation charge.
3. In column (d), Delivery Services--Interim Supply Service, the revenues reported shall include the delivery service charge, the transition charge, the transmission charge, and the generation charge.
4. In column (e), Delivery Services--Delivery of RES Power, report revenues from non-PPO and non-ISS customers for the delivery of power purchased from Retail Electric Suppliers. Amounts reported shall include* both the delivery service charge and the associated transition charge.
5. If the actual amounts are not available, an estimate should be reported. If an estimate is reported, the fact should be footnoted and the supporting documents that show the derivation of the estimate should be sent to the Director of the Financial Analysis Division and the Director of the Energy Division of the Illinois Commerce Commission.
6. If the utility has used Account 456 to record revenues from the tariffed transmission of the utility's own electricity rather than limiting transmission revenues in Account 456 to only revenues from transmission of electricity of others over transmission facilities of the utility, report those revenues in the appropriate column on line 20.
7. If the utility provides Delivery Services to seven (7) or fewer customers, the utility shall include revenues attributable to the Delivery Services in column (b) Bundled Service.

Illinois Electric Operating Revenues for Prior Year

Line No.	Title of Account (a)	Bundled Service (b)	DS--Power Purchase Option (c)	DS--Interim Supply Service (d)	DS--Delivery of RES Power (e)	Total (f)
1	ELECTRIC SERVICE REVENUES					
2	(440) Residential Sales	435,807,452	-		-	435,807,452
3	(442) Commercial & Industrial Sales					
4	Small or Commercial	309,458,092	28,511,321	-	95,611	338,065,024
5	Large or Industrial	206,752,099	75,092,943	-	5,558,651	287,403,693
6	(444) Public Street & Highway Lighting	7,440,585	-		-	7,440,585
7	(445) Other Sales to Public Authorities	17,684,077	-		-	17,684,077
8	(446) Sales to Railroads and Railways	-	-		-	-
9	SALES TO ULTIMATE CUSTOMERS (sum of lines 2 through 8)	977,142,305	103,604,264	-	5,654,262	1,086,400,831
10	(447) Sales for Resale	7,108,437	-		-	7,108,437
11	(448) Interdepartmental Sales	-	-		-	-
12	TOTAL SALES OF ELECTRICITY (Sum of lines 9 - 11)	984,250,742	103,604,264	-	5,654,262	1,093,509,268
13	Less: (449.1) Provision for Rate Refund	-	-		-	-
14	TOTAL SALES OF ELECTRICITY NET OF PROVISION FOR RATE REFUND (Line 12 less line 13)	984,250,742	103,604,264	-	5,654,262	1,093,509,268
15	(450) Forfeited Discounts					3,521,123
16	(451) Miscellaneous Service Revenues					8,197,159
17	(453) Sales of Water and Water Power					-
18	(454) Rent from Electric Property					947,877
19	(455) Interdepartmental Rent					-
20	(456) Other Electric Revenues	29,148,292	5,536,408	-	5,049,295	39,733,995
21	TOTAL OTHER OPERATING REVENUES (Sum of lines 15 through 20)	29,148,292	5,536,408	-	5,049,295	52,400,154
22	TOTAL ELECTRIC OPERATING REVENUES (line 14 + line 21)	1,013,399,034	109,140,672	-	10,703,557	1,145,909,422
23	Unbilled Revenues included in line 12	(2,450,732)	-	-	-	(2,450,732)

Line 20, column b represents transmission of electricity of others, excluding transmission for PPO and RES customers, and other miscellaneous electric revenues.

Line 23 - Unbilled Revenues - IP's unbilled revenue calculation includes an estimate for unbilled PPO revenues. PPO is not calculated separately, therefore, is all reported in Bundled Service column (b).

Name of Respondent	This Report is:	Date of Report (Mo,Day,Yr)	Year of Report
ILLINOIS POWER COMPANY	<input checked="" type="checkbox"/> An Original <input type="checkbox"/> A Resubmission		Dec 31, 2003

ILLINOIS MEGAWATT HOURS SOLD/DELIVERED AND AVERAGE NUMBER OF ILLINOIS ELECTRIC CUSTOMERS PER MONTH

1. Report the megawatt hours sold or delivered from providing utility services in Illinois and the average number of Illinois electric customers per month. Information reported should correspond to information reported on page 8, Illinois Electric Operating Revenues for the reporting year.
2. If the actual amounts are not available, an estimate should be reported. If an estimate is reported, the fact should be footnoted and the supporting documents that show the derivation of the estimate should be sent to the Director of the Financial Analysis Division and the Director of the Energy Division of the Illinois Commerce Commission.
3. If the utility provides Delivery Services to seven (7) or fewer customers, the utility shall include the megawatt hours sold and average number of customers attributable to the Delivery Services in column (b) Bundled Service.

Megawatt Hours Sold/Delivered for Reporting Year						
Line No.	Title of Account (a)	Bundled Service (b)	DS--Power Purchased Option (c)	DS-Interim Supply Power (d)	DS-Delivery of RES Power (e)	Total (f)
1	ELECTRIC SERVICE REVENUES					
2	(440) Residential Sales	5,309,031	-	-	-	5,309,031
3	(442) Commercial & Industrial Sales					
4	Small or Commercial	3,796,957	612,854	3,073	4,220	4,417,104
5	Large or Industrial	3,537,830	2,575,534	9,429	2,377,833	8,500,626
6	(444) Public Street & Highway Lighting	105,048	-	-	-	105,048
7	(445) Other Sales to Public Authorities	267,677	-	-	-	267,677
8	(446) Sales to Railroads and Railways	-	-	-	-	-
9	SALES TO ULTIMATE CUSTOMERS (Sum of lines 2 through 8)	13,016,543	3,188,388	12,502	2,382,053	18,599,486
10	(447) Sales for Resale	1,693	-	-	-	1,693
11	(448) Interdepartmental Sales	-	-	-	-	-
12	TOTAL SALES OF ELECTRICITY (Sum of Lines 9 through 11)	13,018,236	3,188,388	12,502	2,382,053	18,601,179

Average No. Customers per Month in Reporting Year						
Line No.	Title of Account (a)	Bundled Service (b)	DS--Power Purchased Option (c)	DS-Interim Supply Power (d)	DS-Delivery of RES Power (e)	Total (f)
13	ELECTRIC SERVICE REVENUES					
14	(440) Residential Sales	517,670	-	-	-	517,670
15	(442) Commercial & Industrial Sales					
16	Small or Commercial	58,973	1,011	11	6	60,001
17	Large or Industrial	179	71	-	16	266
18	(444) Public Street & Highway Lighting	-	-	-	-	-
19	(445) Other Sales to Public Authorities	5,098	-	-	-	5,098
20	(446) Sales to Railroads and Railways	-	-	-	-	-
21	SALES TO ULTIMATE CUSTOMERS (Sum of lines 11 through 17)	581,920	1,082	11	22	583,035
22	(447) Sales for Resale	4	-	-	-	4
23	(448) Interdepartmental Sales	-	-	-	-	-
24	TOTAL SALES OF ELECTRICITY (Sum of Lines 9 through 11)	581,924	1,082	11	22	583,039

Name of Respondent ILLINOIS POWER COMPANY	This Report is: <input checked="" type="checkbox"/> An Original <input type="checkbox"/> A Resubmission	Date of Report (Mo,Day,Yr)	Year of Report Dec 31, 2003
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ILLINOIS MEGAWATT HOURS SOLD/DELIVERED AND AVERAGE NUMBER OF ILLINOIS ELECTRIC CUSTOMERS PER MONTH

- Report the megawatt hours sold or delivered from providing utility services in Illinois and the average number of Illinois electric customers per month. Information reported should correspond to information reported on page 8a, Illinois Electric Operating Revenues for the reporting year.
- If the actual amounts are not available, an estimate should be reported. If an estimate is reported, the fact should be footnoted and the supporting documents that show the derivation of the estimate should be sent to the Director of the Financial Analysis Division and the Director of the Energy Division of the Illinois Commerce Commission.
- If the utility provides Delivery Services to seven (7) or fewer customers, the utility shall include the megawatt hours sold and average number of customers attributable to the Delivery Services in column (b) Bundled Service.

		Megawatt Hours Sold/Delivered for Prior Year				
Line No.	Title of Account (a)	Bundled Service (b)	DS--Power Purchased Option (c)	DS-Interim Supply Power (d)	DS-Delivery of RES Power (e)	Total (f)
1	ELECTRIC SERVICE REVENUES					
2	(440) Residential Sales	5,548,382	-	-	-	5,548,382
3	(442) Commercial & Industrial Sales					
4	Small or Commercial	3,897,574	518,175	-	1,859	4,417,608
5	Large or Industrial	4,469,670	1,836,107	-	2,502,984	8,808,761
6	(444) Public Street & Highway Lighting	104,605	-	-	-	104,605
7	(445) Other Sales to Public Authorities	263,104	-	-	-	263,104
8	(446) Sales to Railroads and Railways	-	-	-	-	-
9	SALES TO ULTIMATE CUSTOMERS (Sum of lines 2 through 8)	14,283,335	2,354,282	-	2,504,843	19,142,460
10	(447) Sales for Resale	1,906	-	-	-	1,906
11	(448) Interdepartmental Sales	-	-	-	-	-
12	TOTAL SALES OF ELECTRICITY (Sum of Lines 9 through 11)	14,285,241	2,354,282	-	2,504,843	19,144,366

		Average No. Customers per Month in Prior Year				
Line No.	Title of Account (a)	Bundled Service (b)	DS--Power Purchased Option (c)	DS-Interim Supply Power (d)	DS-Delivery of RES Power (e)	Total (f)
13	ELECTRIC SERVICE REVENUES					
14	(440) Residential Sales	508,583	-	-	-	508,583
15	(442) Commercial & Industrial Sales					
16	Small or Commercial	58,871	888	-	7	59,766
17	Large or Industrial	213	55	-	13	281
18	(444) Public Street & Highway Lighting	-	-	-	-	-
19	(445) Other Sales to Public Authorities	4,845	-	-	-	4,845
20	(446) Sales to Railroads and Railways	-	-	-	-	-
21	SALES TO ULTIMATE CUSTOMERS (Sum of lines 11 through 17)	572,512	943	-	20	573,475
22	(447) Sales for Resale	5	-	-	-	5
23	(448) Interdepartmental Sales	-	-	-	-	-
24	TOTAL SALES OF ELECTRICITY (Sum of Lines 9 through 11)	572,517	943	-	20	573,480

ILLINOIS POWER COMPANY			Dec. 31, 2003
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KILOWATT HOUR SALES AND DELIVERIES

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ILLINOIS POWER COMPANY			Dec. 31, 2003
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RECONCILIATION OF MEGAWATT HOURS DELIVERED FROM RETAIL ELECTRIC SUPPLIERS

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Name of Respondent	This Report is:	Date of Report (Mo,Day,Yr)	Year of Report
ILLINOIS POWER COMPANY	An Original		Dec. 31, 2003

ILLINOIS GAS NET OPERATING REVENUES

1. Report the amount derived from or incurred in providing utility services in Illinois.

Line No.	Title of Account (a)	OPERATING REVENUES	
		Amount for Year (b)	Amount for Previous Year (c)
1	GAS SERVICE REVENUES		
2 480	Residential Sales	301,220,360	243,416,562
3 481	Commercial and Industrial Sales		
4	Small (or Comm.)	114,697,604	89,043,245
5	Large (or Ind.)	39,541,600	27,347,675
6 482	Other Sales to Public Authorities	-	-
7	TOTAL Sales to Ultimate Consumers (lines 2-6)	455,459,564	359,807,482
8 483	Sales for Resale	-	-
9 484	Interdepartmental Sales	-	-
10			
11			
12	TOTAL Gas Service Revenues (lines 7-9)	455,459,564	359,807,482
13	OTHER OPERATING REVENUES		
14 485	Intracompany Transfers	-	-
15 487	Forfeited Discounts	1,916,793	1,606,424
16 488	Misc. Service Revenues	1,166,261	1,125,735
17 489.1	Rev. from Trans. Of Gas of others through gathering facilities	-	-
18 489.2	Rev. from Trans. Of Gas of others through transmission facilities	-	-
19 489.3	Rev. from Trans. Of Gas of others through distribution facilities	(2,118,527)	367,158
20 489.4	Rev. from storing gas of others	-	-
21 490	Sales of Prod. Ext. from Natural Gas	-	-
22 491	Rev. from Natural Gas Proc. by Others	-	-
23 492	Incidental Gasoline and Oil Sales	-	-
24 493	Rent from Gas Property	33,990	28,824
25 494	Interdepartmental Rents	-	-
26 495	Other Gas Revenues	9,401,271	9,501,760
27	TOTAL Other Operating Revenues (Total of lines 14-26)	10,399,788	12,629,901
28	TOTAL Gas Operating Revenues (Totals of lines 12 plus 27)	465,859,352	372,437,383
29 (Less) 496	Provision for Rate Refunds	-	-
30	TOTAL Gas Operating Revenues Net of Provision for Refunds (lines 28-29)	465,859,352	372,437,383
31	Dist. Type Sales by States (Incl. Main Line Sales to Resid. and Comm. Custs)	415,917,964	332,459,807
32	Main Line Industrial Sales (Incl. Main Line Sales to Public Authorities)	39,541,600	27,347,675
33	Sales for Resale	-	-
34	Other Sales to Pub. Auth. (Local Dist. Only)	-	-
35	Interdepartmental Sales	-	-
36	TOTAL (Same as Line 10, columns (b) and (c))	455,459,564	359,807,482

Name of Respondent	This Report is:	Date of Report (Mo., Day, Yr.)	Year of Report
ILLINOIS POWER COMPANY	An Original		Dec. 31, 2003

ILLINOIS GAS NET OPERATING REVENUES (continued)

THERMS OF NATURAL GAS SOLD		AVERAGE NO. OF NAT GAS CUSTRS. PER MONTH		Line No.
Current Year (d)	Prior Year (e)	Current Year (f)	Prior Year (g)	
337,146,804	322,768,957	358,909	364,559	1
				2
				3
144,734,831	136,863,883	33,159	34,332	4
57,365,199	58,196,919	296	284	5
-	-	-	-	6
539,246,834	517,829,759	392,364	399,175	7
-	-	-	-	8
-	-	-	-	9
				10
				11
539,246,834	517,829,759	392,364	399,175	12

Quantity of Natural Gas Transported		Average No. of Transport Customers Per Month		
Current Year	Prior Year	Current Year	Prior Year	
225,859,537	232,634,749	350	372	17
				18
				19

NOTES:

For Illinois reporting purposes, indicate quantities of natural gas transported and number of customers associated with revenues classified on lines 17, (489.1), 18 (489.2), and 19 (489.3), Revenue from Transportation of Gas of Others.

1. Includes \$4,888,707 related to the net change in unbilled revenues.
2. Includes (1,384,787) Therms related to the net change in unbilled revenues.
3. Customer counts are based on billed meters.
4. Line 26 includes \$9,397,398 (12,909,300 Therms) for intercompany industrial sales in 2003.
5. Line 26 includes \$9,501,760 (22,081,670 Therms) for intercompany industrial sales in 2002.

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COST ALLOCATION METHODOLOGIES

Describe below the methods used in allocating to Illinois utility operations the Company's accounts for (I) Plant; (II) Accumulated Provision for Depreciation and Amortization; (III) Materials and Supplies; (IV) Unamortized Investment Credit; (V) Customers Advances For Construction; (VI) Accumulated Deferred Income Taxes; (VII) Operating Revenues and Expenses, as applicable to the Company's service in the State of Illinois.

I. Utility plant units are analyzed at the time of construction and are assigned to the electric/gas plant accounts. The plant accounts then roll up to electric or gas accounts on the books. Items of intangible or general plant which serve both utilities are charged to electric plant.

II. The provision for depreciation or amortization is assigned to the utility to which the property being depreciated is assigned.

III. N/A

IV. Unamortized Investment Credit is categorized by assigning the ITC to the same utility as the property which gave rise to the ITC.

V. Customers Advances for Construction are booked to electric or gas sub-accounts by determining which utility is to be constructed.

VI. Accumulated Deferred Income Taxes are booked to electric or gas accounts by determining which utility gave rise to the tax difference. If the tax difference was caused by non-utility or non-operating revenues or expenses, the deferred tax is booked to "other."

VII. Operating Revenues are allocated to the utility that gives rise to the revenue. Operating Expenses are allocated, when possible, to the utility that caused the expense. When expenses are applicable to both electric and gas, they are allocated based on one of the following ratios: number of customers, or direct labor charged to Operating and Maintenance Expenses plus capital.

VIII. N/A

ILLINOIS POWER COMPANY	This report is:	Date of Report (Mo. Day, Yr.)	Year of Report
	<input checked="checked" type="checkbox"/> An original <input type="checkbox"/> A resubmission		Dec. 31, 2003

**IDENTIFICATION OF DIFFERENCES BETWEEN INFORMATION REPORTED ON FERC SCHEDULES
AND INFORMATION REPORTED ON PAGES 2 THROUGH 9 OF FORM 21 ILCC**

1. Identify the data provided on pages 2 through 9 of this report that differs from data reported in the submitted FERC Form Nos. 1 and/or 2.
2. For each identified difference, indicate the affected accounts, the amount and the authorization from the ICC.

For authorization see footnote 1

Amount is reported in:			Account Description	Difference	Amount is reported in:
ICC Page No.	ICC Line No.	ICC Account			FERC Account
7a	4	914	Revenues from merchandising, jobbing and contract work (electric)	(\$1,086,890)	415
7a	4	914	Revenues from merchandising, jobbing and contract work (gas)	\$1,645	415
7a	4	915	Costs and Expenses of merchandising, jobbing and contract work (electric)	\$936,399	416
7a	4	915	Costs and Expenses of merchandising, jobbing and contract work (gas)	\$4,830	416

- (1) Accounts used for ICC purposes are per the Uniform System of Accounts for Gas or Electric Utilities as prescribed by the 83 Illinois Administrative Code 415 or 505 and per accounting guidance from the ICC.

For FERC, these amounts are required to be reported in the FERC accounts listed above.

Name of Respondent

This report is:

Dec. 31, 2003

ILLINOIS POWER COMPANY

☒ An original
☐ A resubmission

ANALYSIS OF UNBILLED REVENUE

This form is to be completed by all gas and electric utilities

		<u>PRIOR YEAR</u>	<u>CURRENT YEAR</u>	<u>ILCC FORM 21 REFERENCE</u>
1. Electric Utility Revenue	\$	1,142,287,514	\$ 1,100,544,983	
2. Less: Prior Year Unbilled Revenue	\$	(6,072,640)	\$ (2,450,732)	Pg 13(a), ln 3 prior yr
3. Add: Current Year Unbilled Revenue	\$	(2,450,732)	\$ (1,012,817)	
4. Gross Electric Utility Operating Revenue	\$	1,145,909,422	\$ 1,101,982,898	Pg 7a, ln 2, col (f)
5. Gas Utility Revenue	\$	338,109,347	\$ 462,912,257	
6. Less: Prior Year Unbilled Revenue	\$	(32,386,424)	\$ 1,941,612	Pg 13(a), ln 7 prior yr
7. Add: Current Year Unbilled Revenue	\$	1,941,612	\$ 4,888,707	
8. Gross Gas Utility Operating Revenue	\$	372,437,383	\$ 465,859,352	Pg 7a, ln 2, col (g)
9. Total Utility Revenue (ln 1 + ln 5)	\$	1,480,396,861	\$ 1,563,457,240	
10. Less: Total Prior Year Unbilled Revenue (ln 2 + ln 6)	\$	(38,459,064)	\$ (509,120)	Pg 13(a), ln 11 prior yr
11. Add: Total Current Year Unbilled Revenue (ln 3 + ln 7)	\$	(509,120)	\$ 3,875,890	
12. Total Gross Utility Operating Revenue	\$	1,518,346,805	\$ 1,567,842,250	Pg 14, ln 1

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RECONCILIATION OF GROSS REVENUE TAX

This schedule is to reconcile the amounts shown in the accompanying Annual Report with the amounts shown on the Amended Gross Revenue Tax Return.

	(a)	As Shown on the Annual Report (b)	Page and Line Where Amount At Left Can Be Found in the Annual Report (c)
1	1) a. Actual Gross Operating Revenue	465,859,352	FERC Page 115, Line 2
2	b. Less Interstate Revenue	-	
3	c. Gross Revenue Applicable to Illinois	465,859,352	FERC Page 115, Line 2
4	DEDUCT:		
5	2) a. Revenue from Sale to Utilities for Resale		FERC Page 311, Line 14
6	b. Uncollectible Accounts (if billing basis used)	3,066,934	Page 324, Line 235
7	c. Other Deductions (if amounts are included in 1-a. above)	27,777,575	Page 14 (2 of 2)
8	Account Description	Account No.	
9	Misc. Service Revenues - Electric	(451)	FERC Page 300, Line 17 less Service Activation Fee
10	Rent for Electric Property	(454)	FERC Page 300, Line 19
11	Other Electric Revenues	(456)	Page 14 (2 of 2)
12	Misc. Service Revenues - Gas	(488)	Page 300, Line 16 less Service Activation Fee
13	Rent for Gas Property	(493)	Page 300, Line 24
14	Other Gas Revenues	(495)	Page 300, Line 26
15	Taxable Illinois Gross Revenue from Annual Report (lines 1-2 thru 14)	434,780,425	
16	Taxable Illinois Gross Revenue from Amended/Annual Gross Revenue Tax Return	434,780,425	
17	DIFFERENCE (line 15 minus line 16)	0	

If difference calculated on line 17 is a positive amount of \$1,000 or more, a revised Amended/Annual Tax Return for the year plus payment of any additional tax due must be promptly remitted to the Illinois Commerce Commission. If the calculated difference is less than the \$1,000 or a negative amount, no further action is required regarding your tax reconciliation. (The tax owed on \$1,000 at the current tax rate of .10% is \$1.00. According to the Public Utilities Act a deficiency in taxes paid of less than \$1.00 need not be paid to the Commission.)

An Original

RECONCILIATION OF GROSS REVENUE TAX

Schedule of Other Deductions

Other Deductions on Amended Gross Revenue Tax Return:

PUT, MUT, & ICC	\$20,177,976
Energy Assistance	-
Renewable Energy	-
Enterprise Zone Revenues (Electric)	-
Enterprise Zone Revenues (Gas)	<u>7,599,599</u>

Total Other Deductions to Page 14 (1 of 2) Line 7

\$27,777,575

Note: Enterprise Zone Revenues and Taxes are not shown separately in the Annual Report.

ILLINOIS POWER COMPANY		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2003
SPECIAL FUNDS (Accounts 125, 126, 127, 128)				
1. Report below the balance at end of year of each special fund maintained during year. Identify each fund as to account in which included. 2. Indicate nature of any fund included in Account 128, Other Special Funds. 3. If the trustee of any fund is an associated company, give name of such associated company. 4. If assets other than cash comprise any fund, furnish a list of the securities or other assets, giving interest or dividend rate of each, cost to respondent, number of shares or principal amount, and book cost at end of year.				
Line No.	Name of Fund and Trustee, if any (a)	Balance at End of Year (b)		
1	Sinking Fund (Major only) (Account 125)	--		
2		--		
3	Depreciation Fund (Major only) (Account 126)	--		
4		--		
5	Amortization Fund - Federal (Major only) (Account 127)	--		
6		--		
7	Other Special Funds (Account 128)	--		
8		--		
9		--		
10	Manufactured Gas Plant Trust Receivable - Deutsche Bank Trust Company Americas (Long-Term Portion)	2,570,705		
11	This is a restricted purpose trust. Investments of this trust are managed by the Trustee			
12	as directed by an investment policy statement. Refer to Docket Nos. 96-0011, 96-0207, & 97-0220 (Consol.).	2,570,705		
13	(Long-Term Portion) 2,570,705			
14	(Current Portion) 6,052,000 (Acct. 143)			
15	Trust Total 8,622,705			
16	TOTAL	2,570,705		
SPECIAL DEPOSITS (Accounts 132, 133, 134)				
1. Report below the amount of special deposits by classes at end of year. 2. If any deposit consists of assets other than cash, give a brief description of such assets. 3. If any deposit is held by an associated company, give name of company.				
Line No.	Description and Purpose of Deposit (a)	Balance at End of Year (b)		
1	Interest Special Deposits (Account 132)	--		
2	Dividend Special Deposits (Account 133)	--		
3	Other Special Deposits (Account 134) (Specify Purpose):			
4				
5	Collateral paid to third-party gas suppliers to provide adequate assurance on fixed-price contracts	3,355,593		
6				
7				
8				
9				
10				
11				
12		3,355,593		
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23	TOTAL	3,355,593		

ILLINOIS POWER COMPANY	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report
RECEIVABLES FROM ASSOCIATED COMPANIES (Accounts 145, 146)			Dec. 31, 2003

1. Report particulars of notes and accounts receivable from associated companies at end of year.
2. Provide separate headings and totals for Accounts 145, Notes Receivable from Associated Companies, and 146, Accounts Receivable from Associated Companies, in addition to a total for the combined accounts.
3. For notes receivable list each note separately and show also in column (a) date of note and date of maturity.
4. If any note was received in satisfaction of an open account, state the period covered by such open account.
5. Include in column (d) interest recorded as income during the year, including interest on accounts and notes held any time during the year.
6. Give particulars of any notes pledged or discounted, also of any collateral held as guarantee of payment of any note or account.

Name of Company (a)	Balance End of Year (b)	Interest for Year	
		Rate % (c)	Amount (d)
Notes Receivable from Associated Companies (Account 145)			
Illinova Asset Transfer Issued October 1, 1999 Matures September 30, 2009	2,271,389,340	7.5%	170,354,200
	2,271,389,340		
Accounts Receivable from Associated Companies (Account 146)			
Dynergy Midwest Generation (1)	71,542,055		N/A
Dynergy Marketing and Trade	1,326,618		N/A
Dynergy Inc.	1,187,460		N/A
Illinova Insurance Company (claims submitted for reimbursement)	432,668		N/A
Dynergy Energy Services	200,000		N/A
Illinois Power Special Purpose Trust (2)	2,224,800		N/A
	76,913,601		
Total for Account 145 and 146	2,348,302,941		
(1) According to the PPA with DMG, we are to provide a security guarantee of \$50 million upon a credit downgrade event. This guarantee is being fulfilled by a \$50 million guarantee from Dynergy on our behalf.			
(2) As a result of adopting FIN 46R, we have deconsolidated the Illinois Power Limited Liability Company and the Illinois Power Special Purpose Trust from our balance sheet as of December 31, 2003.			

MATERIALS AND SUPPLIES

1. For Account 154, report the amount of plant materials and operating supplies under the primary functional classifications as indicated in column (a); estimates of amounts by function are acceptable. In column (d), designate the department or departments which use the class of material.
2. Give an explanation of important inventory adjustments during the year (on a supplemental page) showing general classes of material and supplies and the various accounts (operating expenses, clearing accounts, plant, etc.) affected - debited or credited. Show separately debits or credits to stores expense-clearing, if applicable.

Page 20

An Original

NOTES PAYABLE (Account 231)

1. Report the particulars indicated concerning notes payable at end of year.
2. Give particulars of collateral pledged, if any.
3. Any demand notes should be designated as such in column (c).
4. Minor amounts may be grouped by classes, showing the number of such amounts.

Line No.	Payee (a)	Purpose for Which issued (b)	Date of Note (c)	Interest Rate % (d)	Balance End of Year (e)
1	None				
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19	TOTAL				0

PAYABLES TO ASSOCIATED COMPANIES (Accounts 233,234)

1. Report particulars of notes and accounts to associated companies at end of year.
2. Provide separate totals for Accounts 233, Notes Payable to Associated Companies and 234, Accounts Payable to Associated Companies, in addition to a total for the combined accounts.
3. List each note separately and state the purpose for which issued. Show also in column (a) date of note and maturity.
4. Include in column (e) the amount of any interest expense during the year on notes or accounts that were paid before the end of the year.

Line No.	Name of Company (a)	Commission Authorization (b)	Balance End of Year (c)	Interest for Year	
				Rate % (d)	Amount (e)
1					
2	<u>Account 233</u>				
3					
4	None				
5					
6	<u>Account 234</u>				
7	Dynegy Midwest Generation - Open accounts payable for services & facilities usage and power purchases.		3,470,293	N/A	N/A
8					
9					
10					
11	Dynegy Inc. - Open accounts payable for services & facilities usage.		7,322,873	N/A	N/A
12					
13					
14	Dynegy Marketing & Trade - Open accounts payable for power purchases.		3,450,046	N/A	N/A
15					
16					
17	Illinois Power Securitization Limited Liability Company - Initial investment (1)		1,000	N/A	N/A
18					
19					
20	(1) As a result of adopting FIN 46R, we have deconsolidated the Illinois Power Securitization Limited Liability Company and the Illinois Power Special Purpose Trust from our balance sheet as of December 31, 2003.				
21					
22					
23	TOTAL		14,244,212		

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An Original

LONG-TERM DEBT (Accounts 221, 222, 223, and 224)

1. Report by balance sheet account the particulars (details) concerning long-term debt included in Accounts 221, Bonds, 222, Reacquired Bonds, 223, Advances from Associated Companies, and 224, Other Long-Term Debt. If information to meet the stock exchange reporting requirement outlined in column (a) is available from the SEC 10-K Report Form filing, a specific reference to the report form (i.e. year and company title) may be reported in column (a) provided the fiscal years for both the 10-K report and this report are compatible.

2. For bonds assumed by the respondent, include in column (a) the name of the issuing company as well as a description of the bonds.

3. For advances from Associated Companies, report separately advances on notes and advances on open accounts. Designate demand notes as such. Include in column (a) names of associated companies from which

advances were received.

4. For receivers' certificates, show in column (a) the name of the court and date of court order under which such certificates were issued.

5. In a supplemental statement, give explanatory particulars (details) for Accounts 223 and 224 of net changes during the year. With respect to long-term advances, show for each company: (a) principal advanced during year, (b) interest added to principal amount, and (c) principal repaid during year. Give Commission authorization numbers and dates.

6. If the respondent has pledged any of its long-term debt securities, give particulars (details) in a footnote, including name of pledgee and purpose of the pledge.

7. If the respondent has any long-term debt securities which have been nominally issued and are nominally

Line No.	Class and Series of Obligation, Coupon Rate (For new issue, give Commission Authorization numbers and dates) (a)	Principal Amount of Debt Issued (b)	Nominal Date of Issue (c)	Date of Maturity (d)	Outstanding (Total amount outstanding without reduction for amounts held by respondent) (e)
1	Account 221 - Bonds				
2					
3	Mortgage Bonds				
4					
5	6.0%, due 2003 98-0512	100,000,000	9-16-98	9-15-03	0
6					
7	6 1/2%, due 2003 93-0136	100,000,000	8-1-93	8-1-03	0
8					
9	6 3/4%, due 2005 92-0315	70,000,000	3-15-93	3-15-05	70,000,000
10					
11	7 1/2%, due 2025 93-0136	200,000,000	7-22-93	7-15-25	65,630,000
12					
13	5.4%, due 2028 98-0140	18,700,000	3-6-98	3-1-28	18,700,000
14					
15	5.4%, due 2028 98-0140	33,755,000	3-6-98	3-1-28	33,755,000
16					
17	7.5%, due 2009 99-0292	250,000,000	6-29-99	6-15-09	250,000,000
18					
19	5.7%, due 2024 92-0026	35,615,000	2-1-94	2-1-24	35,615,000
20					
21	7.4%, due 2024 92-0026	84,150,000	12-1-94	12-1-24	84,150,000
22					
23	Variable %, due 2032 95-0344	150,000,000	4-10-97	4-1-32	150,000,000
24					
25	Adjustable Rate Series due 2028 01-0258	111,770,000	5-1-01	11-1-28	111,770,000
26					
27	Adjustable Rate Series due 2017 01-0258	75,000,000	5-1-01	3-1-17	75,000,000
28					
29	11 1/2% due 2010 02-0403 02-0698 02-0851	550,000,000	12-20-02	12-15-10	550,000,000
30					
31	Total Mortgage Bonds				1,444,620,000

An Original

LONG-TERM DEBT (Accounts 221, 222, 223, and 224) (Continued)

outstanding at end of year, describe such securities in a footnote,

8. If interest expense was incurred during the year on any obligations retired or reacquired before end of year, include interest expense in column (g).

Explain in a footnote any difference between the total of column (g) and the total of Account 427, Interest on Long-Term and Account 430, Interest on Debt to Associated Companies.

9. Give particulars (details) concerning any long-term debt authorized by a regulatory commission but not yet issued.

10. In column (b) show the principal amount of bonds or other long-term debt originally issued.

11. In column (i) provide redemption price in % or per \$100 of face amount outstanding. If the respondent has

provided information required in column (i) in a document filed pursuant to Article 6 of the Illinois Public Utilities Act, respondent may reference that document in a footnote in lieu of providing the information here.

INTEREST FOR YEAR	HELD BY RESPONDENT		Redemption Price at End of Year	Line No.
	Reacquired Bonds (Acct. 222) (g)	Sinking and Other Funds (h)		
Amount (f)			(i)	
				1
				2
				3
				4
3,810,000			NCL	5
				6
3,791,652			NCL	7
				8
4,725,000			NCL	9
				10
4,922,256			NCL	11
				12
1,009,800			NCL	13
				14
1,822,776			103.45	15
				16
18,750,000			102.00	17
				18
2,030,052			102.00	19
				20
6,227,100			Make Whole Call	21
				22
4,177,305			102.00	23
				24
2,908,988			Variable, 100.00	25
				26
2,143,757			Variable, 100.00	27
				28
63,601,386			NCL	29
				30
0				31

An Original

LONG-TERM DEBT (Accounts 221, 222, 223, and 224)(Continued)

LONG-TER

Line No.	Class and Series of Obligation, Coupon Rate (For new issue, give Commission Authorization numbers and dates) (a)	Principal Amount of Debt Issued (b)	Nominal Date of Issue (c)	Date of Maturity (d)	Outstanding (Total amount outstanding without reduction for amounts held by respondent) (e)
32					
33	Transitional Funding Trust Notes				
34					
35	5.34%, due 2003 98-0488	85,000,000	12-22-98	6-1-03	0
36					
37	5.38%, due 2005 98-0488 (2)	175,000,000	12-22-98	6-1-05	0
38					
39	5.54%, due 2007 98-0488 (2)	175,000,000	12-22-98	6-1-07	0
40					
41	5.65%, due 2008 98-0488 (2)	139,000,000	12-22-98	12-25-08	0
42					
43	Total Transitional Funding Trust Notes				0
44					
45	Fair Market Value Adjustment (1)				8,120,837
46					
47	Total Account 221				1,452,740,837
48					
49	Account 222- Reacquired Bonds				
50					
51	Account 223- Advances from Associated Companies				
52					
53					
54	5.38%, due 2005 98-0488 (2)		12-22-98	6-1-05	105,939,258
55					
56	5.54%, due 2007 98-0488 (2)		12-22-98	6-1-07	175,000,000
57					
58	5.65%, due 2008 98-0488 (2)		12-22-98	12-25-08	139,000,000
59					
60					419,939,258
61	Account 224 - Other Long-Term Debt	NONE			
62					
63					
64					
65					
66					
67	Total - Accounts 221, 222, 223, and 224				1,872,680,095
68					
69					
70					
71					
72					Total Account 427
73					
74					
75					
76					

An Original

LONG-TERM DEBT (Accounts 221, 222, 223, and 224) (Continued)

INTEREST FOR YEAR Amount (f)	HELD BY RESPONDENT		Redemption Price at End of Year (i)	Line No.
	Reacquired Bonds (Acct. 222) (g)	Sinking and Other Funds (h)		
474,815			NCL	32
				33
8,710,668			NCL	34
				35
9,695,003			NCL	36
				37
7,853,502			NCL	38
				39
			NCL	40
				41
				42
				43
				44
				45
146,654,060				46
(609,385)				47
				48
146,044,675				49
				50
				51
0			NCL	52
				53
0			NCL	54
				55
0			NCL	56
				57
0				58
				59
				60
				61
				62
				63
				64
				65
146,044,675				66
				67
				68
				69
				70
				71
146,044,675				72
				73
				74
				75
				76

LONG-TERM DEBT (Accounts 221,222,223 and 224) (Continued)

- (1) On the preceding page, the "Fair Market Value Adjustment" is the total adjustment of debt to fair value in the quasi-reorganization. The quasi-reorganization was a process whereby our consolidated accumulated deficit in retained earnings at December 31, 1998 was eliminated by the adjustment to fair market value of certain assets and liabilities and a transfer from common stock equity. The adjustment to the fair value of each debt series is being amortized over its remaining life to interest expense.
- (2) As a result of adopting FIN 46R, we have deconsolidated the Illinois Power Securitization Limited Liability Company and the Illinois Power Special Purpose Trust from our balance sheet as of December 31, 2003. As a result of this transaction, we have reclassified our Transitional Funding Trust Notes from account 221 to account 223. For the current year, we have listed the original amount of debt issued with the 221 account information.
- The \$18,700,000 of 5.40% series Mortgage Bonds, Pollution Control Series S due 2028 are pledged with the BNY Midwest Trust Company, the Trustee for the Illinois Industrial Pollution Control Financing Authority who thereupon sold to A. G. Edwards & Sons, Inc., \$18,700,000 principal amount of its Pollution Control Revenue Bonds, 1998 Series A, insured by MBIA, also at 5.40%.
- The \$33,755,000 of 5.40% series Mortgage Bonds, Pollution Control Series T due 2028, are pledged with the BNY Midwest Trust Company, the Trustee for the Illinois Development Finance Authority who thereupon sold to A. G. Edwards & Sons, Inc., \$33,755,000 principal amount of its Pollution Control Revenue Bonds, 1998 Series B, also at 5.40%.
- The \$35,615,000 of 5.7% series Mortgage Bonds, Pollution Control Series U, due 2024, are pledged with the BNY Midwest Trust Company, the Trustee for the Illinois Development Finance Authority who thereupon sold to Bear, Stearns & Co., Inc. \$35,615,000 aggregate principal amount of its pollution Control Revenue Bonds, series U, also at 5.7% and insured by MBIA.
- The \$84,150,000 of 7.4% series Mortgage Bonds, Pollution Control Series V, due 2024, are pledged with the BNY Midwest Trust Co., the Trustee for the Illinois Development Finance Authority who thereupon sold to Bear, Stearns & Co., Inc. \$84,150,000 aggregate principal amount of its pollution Control Revenue Bonds, series V, also at 7.4% and insured by MBIA.
- The \$111,770,000 of non-interest bearing Mortgage Bonds, Pollution Control Series W, due 2028, are pledged with Banc One Trust Company, N.A., the Trustee for the Illinois Development Finance Authority who thereupon sold to Morgan Stanley & Co., Inc. \$111,770,000 aggregate principal amount of its Auction Rate Pollution Control Revenue Bonds, Series M,N,O (Non-AMT), insured by Ambac.
- The \$75,000,000 of non-interest bearing Mortgage Bonds, Pollution Control Series X, due 2017, are pledged with Banc One Trust Company, N.A., the Trustee for the Illinois Development Finance Authority who thereupon sold to Goldman, Sachs & Co. \$75,000,000 aggregate principal amount of its Auction Rate Pollution Control Revenue Bonds, 2001 Series (AMT), insured by Ambac.
- The \$150,000,000 of Adjustable Rate Pollution Control Series 1997 A, B and C were redeemed on April 9, 2002, converted to an Auction Rate mode and reissued on April 9, 2002 as Auction Rate Securities. The \$150,000,000 of 1997 Series A, B and C Auction Rate Pollution Control Bonds are guaranteed by MBIA Insurance Corporation and an aggregate of \$172,500,000 Illinois Power Mortgage bonds are pledged with Banc One Trust Company, the Trustee for the Illinois Development Finance Authority who thereupon sold to Morgan Stanley & Co., Inc. and Goldman, Sachs & Co. \$150,000,000 aggregate principal amount of its Pollution Control Revenue Bonds 1997 Series A, B and C.
- In December 2002, IP issued \$400,000,000 of 11 1/2% Mortgage bonds due December 15, 2010 in a private offering, with an additional \$150,000,000 issued on a delayed delivery basis in January 2003. IP completed an exchange offer for these bonds in August 2003, exchanging the private offering bonds for bonds registered under the Securities Act, the exchange bonds carrying substantially the same terms, principal, interest rate, redemption terms and payment and maturity dates. The proceeds from these bonds were used to refinance \$95,700,000,000 of 6.25% Mortgage bonds paid on July 15, 2002, \$200 million of a Term Loan in December 2002, and additional \$100 million of the Term Loan in May 2003, \$100,000,000 of 6.50% Mortgage bonds paid in August 2003, and a portion of the \$90,000,000 of 6.00% Mortgage bonds paid in September 2003. IP still has \$50 million of mortgage debt authority remaining under ICC Docket #02-0851.

An Original

UNAMORTIZED LOSS AND GAIN ON REACQUIRED DEBT (Accounts 189, 257)

1. Report under separate subheadings for Unamortized Loss and Unamortized Gain on Reacquired Debt, particulars (details) of gain or loss, including maturity date, on reacquisition applicable to each class and series of long-term debt. If gain or loss resulted from a refunding transaction, include also the maturity date of the new issue.
2. In column (e) show the principal amount of bonds or other long-term debt reacquired.
3. In column (f) show the net gain or net loss realized on each debt reacquisition as computed in accordance with General Instruction 17 of the Uniform Systems of Accounts.
4. Show loss amounts by enclosing the figures in parentheses.
5. Explain in a footnote any debits and credits other than amortization debited to Account 428.1, Amortization of Loss on Reacquired Debt or credited to Account 429.1, Amortization of Gain on Reacquired Debt - Credit.

Designation of Long-Term Debt (a)	Date Reacquired (b)	Amortization Period		Principal of Debt Reacquired (e)	Net Gain or Net Loss (f)	Balance at Beginning of Year (g)	Debits During Year (h)	Credits During Year (i)	Balance at End of Year (j)
		Date From (c)	Date To (d)						
Account 189 - Unamortized Loss on Reacquired Debt Refunded by \$864,000,000 Transitional Funding Notes due 2008:									
Mortgage Bonds, 8.75% due 2021	01-11-99	01-99	12-08	57,061,000	(7,394,821)	(4,216,760)	0	713,225	(3,503,535)
Mortgage Bonds, 8.0% due 2023	01-11-99	01-99	12-08	229,000,000	(15,764,722)	(8,988,259)	0	1,520,845	(7,467,414)
Mortgage Bonds, 7.95% due 2004	01-15-99	01-99	12-08	5,400,000	(830,199)	(475,887)	0	78,664	(397,223)
Mortgage Bonds, 6.50% due 1999	02-01-99	02-99	12-08	36,800,000	(464,903)	(260,615)	0	47,199	(213,417)
Mortgage Bonds, 7.95% due 2004	02-05-99	02-99	12-08	2,000,000	(325,691)	(185,495)	0	31,466	(154,029)
Mortgage Bonds, 7.95% due 2004	02-09-99	02-99	12-08	3,000,000	(469,473)	(264,003)	0	47,199	(216,804)
MIPS 9.45% Series A (treated as debt)	03-09-99	03-99	12-08	3,872,500	(219,387)	(125,025)	0	20,977	(104,048)
Mortgage Bonds, 7.95% due 2004	03-12-99	03-99	12-08	12,500,000	(1,831,148)	(1,040,343)	0	178,305	(862,037)
Mortgage Bonds, 7.5% due 7/2025	04-09-99	04-99	12-08	39,850,000	(2,973,194)	(1,702,551)	0	283,192	(1,419,359)
Mortgage Bonds, 6.50% due 1999	07-20-99	07-99	12-08	35,200,000	(255,655)	(142,624)	0	26,221	(116,403)
Mortgage Bonds, 7.95% due 2004	07-20-99	07-99	12-08	16,100,000	(5,766,943)	(3,289,169)	0	555,896	(2,733,273)
Pollution Control Bonds A, 7.375% due 2021	07-20-99	07-99	12-08	84,710,000	(7,816,429)	(4,464,724)	0	749,935	(3,714,789)
Mortgage Bonds, 7.95% due 7/2004	12-22-98	12-98	12-08	33,000,000	(5,504,340)	(3,129,001)	0	529,675	(2,599,326)
Mortgage Bonds, 7.5% due 7/2025	12-23-98	12-98	12-08	28,520,000	(4,819,417)	(2,744,308)	0	461,498	(2,282,810)
Refunded by \$18,700,000 5.4% Pollution Control Bonds Series A due 3/2028:									
Pollution Control Bonds B, 6%, due 5/2007	3-6-98	3-98	3-28	18,700,000	(165,092)	(159,589)	0	6,387	(153,202)
Refunded by \$33,755,000 5.4% Pollution Control Bonds Series B due 3/2028:									
Pollution Control Bonds I, 8.3%, due 4/2017	3-6-98	3-98	3-28	33,755,000	(297,998)	(290,574)	0	11,505	(279,069)
Refunded by \$150,000,000 variable rate Series P, Q, & R Pollution Control Bonds due 4/2032:									
Pollution Control Bonds F, G, & H, 7 5/8%, due 2016	6-02-97	6-97	4-32	150,000,000	(6,257,148)	(2,024,743)	0	69,222	(1,965,521)
Refunded by \$75,000,000, 9 7/8% series Mortgage Bonds due July 1, 2016:									
9 7/8% series Mortgage Bonds, due 2004	7-01-86	7-86	7-16	5,000,000	(19,695)	(234)	0	27	(207)
12 5/8% series Mortgage Bonds, due 2010	8-04-86	8-86	7-16	50,000,000	(4,915,088)	(79,754)	0	6,032	(73,722)
9 7/8% series Mortgage Bonds, due 2016	11-25-90	11-90	7-16	1,000,000	(60,464)	(1,280)	0	73	(1,207)
9 7/8% series Mortgage Bonds, due 2016	11-26-90	11-90	7-16	7,500,000	(412,703)	(8,302)	0	504	(7,798)
Refunded by \$125,000,000, 9 3/8% series Mortgage Bonds due September 1, 2016:									
14 1/2% IPF (Illinois Power Finance) Co. Guaranteed Debentures, due 1989	9-08-86	9-86	9-16	25,000,000	(737,436)	(112,499)	0	8,219	(104,280)
12 % series Mortgage Bonds, due 2012	9-12-86	9-86	9-16	68,173,000	(11,431,038)	(1,769,530)	0	129,732	(1,639,798)
14 1/2 % series Mortgage Bonds, due 1990	9-12-86	9-86	9-16	65,347,000	(7,415,463)	(1,153,971)	0	84,193	(1,069,778)

An Original

UNAMORTIZED LOSS AND GAIN ON REACQUIRED DEBT (Accounts 189, 257)

1. Report under separate subheadings for Unamortized Loss and Unamortized Gain on Recquired Debt, particulars (details) of gain or loss, including maturity date, on reacquisition applicable to each class and series of long-term debt. If gain or loss resulted from a refunding transaction, include also the maturity date of the new issue.
2. In column (e) show the principal amount of bonds or other long-term debt reacquired.
3. In column (f) show the net gain or net loss realized on each debt reacquisition as computed in accordance with General Instruction 17 of the Uniform Systems of Accounts.
4. Show loss amounts by enclosing the figures in parentheses.
5. Explain in a footnote any debits and credits other than amortization debited to Account 428.1, Amortization of Loss on Recquired Debt or credited to Account 429.1, Amortization of Gain on Recquired Debt - Credit.

Designation of Long-Term Debt (a)	Date Reacquired (b)	Amortization Period		Principal of Debt Reacquired (e)	Net Gain or Net Loss (f)	Balance at Beginning of Year (g)	Debits During Year (h)	Credits During Year (i)	Balance at End of Year (j)
		Date From (c)	Date To (d)						
Refunded by \$33,755,000 1987 Series I Pollution Control Bonds, due April 1, 2017: 1985 Series E Pollution Control Bonds due March 1, 2015	7-29-87	7-87	4-17	33,755,000	(6,984,019)	(1,138,188)	0	79,872	(1,058,316)
Mortgage Bonds, 12% series due November 15, 2012	1-04-88	1-88	11-12	6,827,000	(716,742)	(96,701)	0	9,834	(86,867)
Mortgage Bonds, 10 1/2% series due September 1, 2004	5-30-91	5-91	9-04	50,000,000	(2,166,264)	(91,630)	0	54,978	(36,652)
Mortgage Bonds, 7 5/8% series due 2003	9-01-93	9-93	4-03	60,000,000	(1,603,417)	(15,911)	0	15,911	0
Refunded by \$70,000,000 6 3/4% NMB Due 3/15/2005: Mortgage Bonds, 8 5/8% series due 2006 Mortgage Bonds, 8 5/8% series due 2006	4-21-93 9-01-93	4-93 9-93	3-05 3-05	65,000,000 35,000,000	(2,811,275) (1,412,923)	(183,369) (100,057)	0 0	87,121 43,691	(96,248) (56,366)
Refunded by \$200,000,000 7.5% NMB Due 7/15/2025: Mortgage Bonds, 8 1/4% series due 2007 Mortgage Bonds, 10% series due 1998	8-16-93 8-16-93	8-93 8-93	7-25 7-25	100,000,000 50,000,000	(4,362,880) (1,775,741)	(456,717) (184,548)	0 0	20,264 8,236	(436,453) (176,312)
Refunded by \$111,770,000 Variable% PCB Series A,B,C Due 11/01/2028: Pollution Control Bond, Series C, 10 3/4% due 2013	12-15-93	12-93	11-28	111,770,000	(6,344,555)	(1,913,785)	0	74,082	(1,839,703)
Refunded by \$235,000,000 8% NMB Due 2/15/2023: Mortgage Bonds, 9 3/8% series due 2016 Mortgage Bonds, 8 7/8% series due 2008	3-22-93 3-22-93	3-93 3-93	2-23 2-23	125,000,000 100,000,000	(9,540,095) (5,046,084)	(2,695,596) (1,359,164)	0 0	134,220 67,680	(2,561,376) (1,291,484)
Refunded by \$35,615,000 5.7% FMB Due 2/1/2024: Mortgage Bonds, 11.625% series due 2014	5-1-94	5-94	2-24	35,615,000	(2,031,764)	(534,461)	0	25,349	(509,112)
Refunded by \$84,150,000 7.4% FMB Due 12/1/2024: Mortgage Bonds, 10.75% series due 2015	3-1-95	3-95	12-24	84,150,000	(3,184,814)	(883,549)	0	40,314	(843,235)
Refunded by \$111,770,000 Adjustable Rate Securities Due 11/1/2028: Variable Rate Mortgage Bonds due 2028	5-1-01	5-01	11-28	111,770,000	(1,404,566)	(1,323,455)	0	51,228	(1,272,227)
Refunded by \$75,000,000 Adjustable Rate Securities Due 3/1/2017: Variable Rate Long-Term Debt Due 2017	5-1-01	5-01	3-17	75,000,000	(544,999)	(490,203)	0	34,608	(455,595)
Redeemed Illinois Power Capital, L.P., Monthly Income Preferred Securities (MIPS)	5-30-00	8-01	12-43	93,000,000	(2,784,445)	(2,696,573)	0	65,904	(2,630,669)

An Original

UNAMORTIZED LOSS AND GAIN ON REACQUIRED DEBT (Accounts 189, 257)

1. Report under separate subheadings for Unamortized Loss and Unamortized Gain on Reacquired Debt, particulars (details) of gain or loss, including maturity date, on reacquisition applicable to each class and series of long-term debt. If gain or loss resulted from a refunding transaction, include also the maturity date of the new issue.
2. In column (e) show the principal amount of bonds or other long-term debt reacquired.
3. In column (f) show the net gain or net loss realized on each debt reacquisition as computed in accordance with General Instruction 17 of the Uniform Systems of Accounts.
4. Show loss amounts by enclosing the figures in parentheses.
5. Explain in a footnote any debits and credits other than amortization debited to Account 428.1, Amortization of Loss on Reacquired Debt or credited to Account 429.1, Amortization of Gain on Reacquired Debt - Credit.

Designation of Long-Term Debt (a)	Date Reacquired (b)	Amortization Period		Principal of Debt Reacquired (e)	Net Gain or Net Loss (f)	Balance at Beginning of Year (g)	Debits During Year (h)	Credits During Year (i)	Balance at End of Year (j)
		Date From (c)	Date To (d)						
Redeemed Illinois Power Financing I, Trust Originated Preferred Securities (TOPRS)	9-30-01	9-01	1-45	100,000,000	(2,912,323)	(2,828,158)	0	67,332	(2,760,826)
Total (Account 189)				2,248,375,500	(141,775,353)	(53,621,306)	0	6,440,816	(47,180,490)
Account 257 - Unamortized Gain on Reacquired Debt									
Mortgage Bonds, 7.50% Series due 2025	4-1-96	4-96	7-25	23,000,000	1,211,053	299,025	13,290	0	285,735
Refunded by \$864,000,000 Transitional Funding Notes due 2006:									
Mortgage Bonds, 6.0% Series due 2003	8-12-99	8-99	12-08	10,000,000	282,011	318,061	23,728	0	294,339
Mortgage Bonds, 7.50% Series due 2025	10-08-99	10-99	12-08	11,000,000	352,255	396,973	29,575	0	367,398
Mortgage Bonds, 6.25% Series due 2002	10-22-99	10-99	12-08	4,325,000	61,529	68,815	5,158	0	63,657
Mortgage Bonds, 7.50% Series due 2025	1-20-00	1-00	12-08	32,000,000	1,349,452	233,493	113,484	0	120,009
Total (Account 257)				80,325,000	3,256,300	1,316,367	185,235	0	1,131,132

An Original

UNAMORTIZED LOSS AND GAIN ON REAQUIRED DEBT (Accounts 189, 257)(Continued)

Reconciliation of Page 24 to Account 428.1 (Amortization of Loss on Reacquired Debt)
and 429.1 (Amortization of Gain on Reacquired Debt):

	Account 428.1	Account 429.1
Page 24 , Total Lines (Accounts 189 and 257)		
Balance at Beginning of Year (column g)	\$ 53,621,306	\$ (1,316,367)
Less: Balance at End of Year (column j)	<u>47,180,490</u>	<u>(1,131,132)</u>
Change in Account Balance	\$ 6,440,816	\$ (185,235)

Per Income Statement, ICC Page 7b	<u>\$ 6,440,816</u>	<u>\$ (185,235)</u>
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An Original

UNAMORTIZED DEBT EXPENSE, PREMIUM AND DISCOUNT ON LONG-TERM DEBT (Accounts 181,225,226)

1. Report under separate subheadings for Unamortized Debt Expense, Unamortized Premium on Long-Term Debt and Unamortized Discount on Long-Term Debt, particulars (details) of expense, premium or discount applicable to each class and series of long-term debt.

2. Show premium amounts by enclosing the figures in parentheses.

3. In column (b) show the principal amount of bonds or other long-term debt originally issued.

4. In column (c) show the expense, premium or discount with respect to the amount of bonds or other long-term debt originally issued.

5. Furnish in a footnote particulars (details) regarding the treatment of unamortized debt expense, premium or discount associated with issues redeemed during the year. Also, give in a footnote the date of the Commission's authorization of treatment other than as specified by the Uniform System of Accounts.

6. Identify separately undisposed amounts applicable to issues which were redeemed in prior years.

7. Explain any debits and credits other than amortization debited to Account 428, Amortization of Debt Discount and Expense, or credited to Account 429, Amortization of Premium on Debt - Credit.

Designation of Long-Term Debt (a)	Principal Amount of Debt Issued (b)	Total Expense, Premium or Discount (c)	Amortization Period		Balance at Beginning of Year (f)	Debits During Year (g)	Credits During Year (h)	Balance at End of Year (i)
			Date From (d)	Date To (e)				
Unamortized Debt Expense - Mortgage Bonds								
6 3/4%, due 2005	70,000,000	120,814	3-15-93	3-15-05	22,503	0	10,386	12,117
7 1/2%, due 2025	200,000,000	272,183	7-22-93	7-15-25	83,017	0	2,798	60,221
6 1/2%, due 2003	100,000,000	139,475	8-01-93	8-01-03	8,137	0	8,137	0
Variable %, due 2032	150,000,000	3,009,997	4-10-97	4-01-32	3,543,162	0	121,136	3,422,026
5.4%, due 2028	18,700,000	569,946	3-6-98	3-1-28	490,977	0	19,512	471,465
5.4%, due 2028	33,755,000	589,172	3-6-98	3-1-28	495,915	0	19,704	476,211
6.0% due 2003	100,000,000	847,978	9-18-98	9-15-03	104,238	0	104,238	0
7.5% due 2009	250,000,000	2,313,451	8-29-99	6-15-09	1,520,712	0	236,994	1,283,718
5.7% due 2024	35,615,000	1,484,760	2-01-94	2-01-24	1,286,380	0	61,015	1,225,365
7.4% due 2024	84,150,000	3,282,407	1-01-95	12-01-24	2,839,785	0	129,576	2,710,209
Illinois Power Special Purpose Trust	864,000,000	4,839,538	12-1-98	12-1-08	3,860,258	0	652,438	3,207,818
Variable % due 2028	111,770,000	3,572,546	5-1-01	11-1-28	3,518,426	0	136,199	3,382,227
Variable % due 2017	75,000,000	1,918,640	5-1-01	3-1-17	1,824,114	0	128,760	1,695,354
11 1/2% due 2010	550,000,000	15,328,604	12-20-02	12-15-10	11,379,356	4,385,199	1,982,142	13,782,413
		38,299,511			30,956,978	4,385,199	3,613,033	31,729,144
Unamortized Debt Expense - Other Long-Term Debt								
NONE								
Total Unamortized Debt Expenses- Account 181		38,299,511			30,956,978	4,385,199	3,613,033	31,729,144

UNAMORTIZED DEBT EXPENSE, PREMIUM AND DISCOUNT ON LONG-TERM DEBT (Accounts 181,225,228)									
An Original									
Dec. 31, 2003									
1. Report under separate subheadings for Unamortized Debt Expense, Unamortized Premium on Long-Term Debt and Unamortized Discount on Long-Term Debt, particulars (details) of expense, premium or discount applicable to each class and series of long-term debt. 2. Show premium amounts by enclosing the figures in parentheses. 3. In column (b) show the principal amount of bonds or other long-term debt originally issued. 4. In column (c) show the expense, premium or discount with respect to the amount of bonds or other long-term debt originally issued. 5. Furnish in a footnote particulars (details) regarding the treatment of unamortized debt expense, premium or discount associated with issues redeemed during the year. Also, give in a footnote the date of the Commission's authorization of treatment other than as specified by the Uniform System of Accounts. 6. Identify separately undeposited amounts applicable to issues which were redeemed in prior years. 7. Explain any debits and credits other than amortization of Premium on Debt - Credit. count and Expense, or credited to Account 429, Amortization of Premium on Debt - Credit.									
Designation of Long-Term Debt	Principal Amount of Debt Issued	Total Expense, Premium or Discount	Amortization Period		Balance at Beginning of Year	Debits During Year	Credits During Year	Balance at End of Year	
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
Unamortized Debt Discount - Mortgage Bonds 6 3/4%, due 2005 7 1/2%, due 2025 6 1/2%, due 2003 6 0%, due 2003 7 5%, due 2009 5 7%, due 2024 7 4%, due 2024 Illinois Power Special Purpose Trust 11 1/2% due 2010	70,000,000	647,500	3-15-93	3-15-05	117,273	54,124	0	63,149	
	200,000,000	2,950,000	7-22-93	7-15-25	682,586	30,336	0	652,250	
	100,000,000	1,292,000	8-01-93	8-01-03	75,275	75,275	0	0	
	100,000,000	200,000	9-16-98	9-15-03	24,420	24,420	0	0	
	250,000,000	367,500	6-29-99	6-15-09	237,814	37,063	0	200,751	
	35,615,000	5,450,133	2-01-94	2-01-24	4,690,139	222,456	0	4,467,682	
	84,150,000	712,424	1-01-95	12-01-24	616,340	28,122	0	588,218	
	864,000,000	82,998	12-1-98	12-1-08	49,395	8,348	0	41,046	
	550,000,000	13,960,000	12-20-02	12-15-10	10,041,500	1,758,253	0	12,063,247	
Total Unamortized Debt Discount- Account 228		25,562,555			16,534,742	3,780,000	2,238,397	18,076,345	
NONE					0			0	
Total Unamortized Debt Premium- Mortgage Bonds									
Total		63,862,066			47,491,720	8,165,199	5,851,430	49,805,489	

See footnotes on page 27 (2 of 2)

ILLINOIS POWER COMPANY

An Original

UNAMORTIZED DEBT EXPENSE, PREMIUM AND DISCOUNT ON LONG-TERM DEBT (Continued)

Reconciliation of Page 26-27 to Accounts 428 (Amortization of Debt Discount and Expense) and 429 (Amortization of Debt Premium):

	Account 428	Account 429
	\$ (2,313,769) (1)	\$ - (2)
Issue Expenses/Discounts charged during 2003 to Account 181 & 226:		
11 1/2% due 2010 (Expense)	4,385,199	
11 1/2% due 2010 (Discount)	3,780,000	
Reduction of unamortized debt expense due to reclassification of administration fees		
Variable %, due 2032 (Expense)	(6)	
Per Income Statement, ICC Page 7b	<u>\$ 5,851,424</u>	<u>\$ -</u>

- (1) Total Unamortized Debt Discount & Expense, net (Column g & h)
 (2) Total Unamortized Debt Premium, net (Column g & h)
 (3) Regarding the \$100.0 million bond issuance which was redeemed in August 2003,
 at the point of redemption the balance of unamortized debt expense
 and unamortized discount was zero.
 (4) Regarding the \$100.0 million bond issuance which was redeemed in September 2003,
 at the point of redemption the balance of unamortized debt expense
 and unamortized discount was zero.

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